

# **BIATHLON ONTARIO**

## **BY-LAW No. 1**

Amended: 01 Apr 2012

A by-law relating generally to the conduct of the affairs of Biathlon Ontario is enacted as a by-law of the Corporation as follows:

### **CORPORATE SEAL**

1. The seal of the Corporation shall be in such form as shall be prescribed by the provisional directors of the Corporation and shall include the words "BIATHLON ONTARIO". The seal shall be in the custody of the Secretary.
2. The Corporation Seal shall be kept at the Head Office of Biathlon Ontario or at such place as the Directors may from time to time determine.

### **DEFINITIONS**

3. As used in this Bylaw, the term:
  - a. "Biathlon" means the sport recognized by the IF which combines rifle marksmanship and cross-country skiing or rifle marksmanship and other forms of movement and shooting;
  - b. "Biathlon Ontario" means the Corporation of Biathlon Ontario;
  - c. "President" means the elected head of the Board of Directors of Biathlon Ontario, who is also the Chairman;
  - d. "IF" means the international federation governing the sport of biathlon;
  - e. "Division" means a geographical area bounded as specified by Biathlon Ontario;
  - f. "Director" means the President or other member of the Board of Directors;
  - g. "National Office" means the head office of the Corporation of Biathlon Canada;
  - h. "Head Office" means the head office of Biathlon Ontario;
  - i. "Group" means any club, cadet corps, corporation or other entity or identifiable collection of individuals;
  - j. "Officer" means the President or other member of the Executive Committee; and
  - k. Pronouns used in these bylaws, 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.

## **STATEMENT OF PURPOSE**

4. The purpose of Biathlon Ontario is to promote, develop and maintain all aspects of winter and summer biathlon in Ontario.

## **OBJECTS**

5. To fulfill the purpose of Biathlon Ontario, the specific objects of the Corporation, as stated in the Letters Patent, are:

- a. to function as the governing body of biathlon in Ontario;
- b. to promote and co-ordinate competitive and non-competitive provincial development of biathlon, including the operation of a provincial team and a provincial competitive program and support the national team;
- c. to provide guidance, information and assistance to the clubs of the Corporation to further the achievement of these objects, the development of biathlon programs within the clubs;
- d. to exercise exclusive jurisdiction over all matters pertaining to the participation of Ontario biathlon teams in national championships and other national competitions;
- e. to promote and encourage physical fitness and public participation in athletic activities in general, and biathlon in particular; and
- f. to keep accurate statistical records on all competitors in all sanctioned races in Ontario to develop a fair and accurate grading system for provincial and national team placement and funding.

## **CONDITIONS OF MEMBERSHIP**

6. Any person or Group interested in furthering the objects of Biathlon Ontario may apply to become a member of Biathlon Ontario.

- No person shall participate in Biathlon Ontario programs or activities without membership.
- Memberships, other than Life, Day and Honorary Memberships, shall be on an annual basis and are not transferable.
- The Membership Year shall start and finish on the same dates as the Membership Year used by Biathlon Canada. An applicant is accepted as a member upon receipt of all required information, documentation and fees by Biathlon Ontario.

Membership in Biathlon Ontario shall begin on 01 April of one calendar year and conclude on 31 March of the following calendar year. Membership shall be in one of the following categories:

- a. **Regular Membership.** Regular members shall be counted for voting purposes at any General or Special General Meeting, in accordance with article 31 below. Regular members include members who are not members in any other category and who are Competitors or Non-Competitors. The membership fees for this category shall be set by the Board with consideration to differences in services or benefits available to each type and adjusted from time to time, as the Board deems necessary. Fees shall be collected by the Biathlon Ontario Office.
  - b. **Regular Life Membership.** This category shall entitle the member to full membership in Biathlon Ontario, excluding competitive privileges for the rest of the member's life. Regular life members shall be counted for voting purposes. Membership in this class shall be subject to the payment of a fee, which shall be levied by the Biathlon Ontario Office in an amount to be determined by the Board, and adjusted from time to time as the Board deems necessary.
  - c. **Group Membership.** Group members shall be counted for voting purposes at any General or Special General Meeting in the same manner as Regular members. The membership fee for this class shall be set by the Board and adjusted from time to time as the Board deems necessary and shall be collected by the Biathlon Ontario Office.
  - d. **Day Membership.** Day membership is intended to allow non-members to participate in Biathlon Ontario events on a trial basis, as part of the member recruiting process. Day memberships may be used by any person to participate in one Biathlon Ontario event within any Membership Year. This category of membership entitles the member to participate in a biathlon activity or event conducted by Biathlon Ontario and its Member Clubs. Day members shall not be counted for voting purposes. The membership fee for this class shall be set by the Board and adjusted from time to time as the Board deems necessary and shall be collected by the Host Club and remitted to the Biathlon Ontario Office. The fee for this class of membership is to be paid for each day the individual participates in an activity or an event.
  - e. **Honorary.** Those individuals or institutions who are named by the Board, upon their nomination by any member of Biathlon Ontario, usually as recognition for their outstanding contribution to the sport of biathlon. There shall be no fee levied for this class of membership and honorary members shall not be counted for voting purposes.
6. Termination and suspension of membership:
- a. Members may withdraw from Biathlon Ontario by delivering written notice to the Secretary of Biathlon Ontario.
  - b. Membership can be revoked at any time by a majority vote of the Board of Directors.
  - c. Membership can be suspended at any time by the Executive Committee, if a member has, by his action or by his neglect, jeopardized the good reputation of Biathlon Ontario. The President shall immediately advise, or cause to be advised, the suspended member of the suspension and the reason for that suspension. In the event of such a suspension, the President shall call a meeting of the Board of Directors as soon as practicable. During that meeting, the Board of Directors shall

review the suspension, provide the suspended member with the opportunity to state his case, and take such action as deemed appropriate.

## **HEAD OFFICE**

7. The Head Office of Biathlon Ontario shall be located within the Greater Toronto Area located in the Province of Ontario, Canada, at the place therein where the business of Biathlon Ontario may from time to time be carried on.

8. Biathlon Ontario may establish such other offices and agencies elsewhere in Canada as the Board of Directors may deem expedient by resolution.

## **DIRECTORS AND OFFICERS**

9. The property and business of Biathlon Ontario shall be managed by a Board of Directors, hereinafter referred to as the Board, of which a majority of members shall constitute a quorum. Each director shall be a member of Biathlon Ontario at the time of his election or appointment and shall remain a member throughout his term of office. A director shall be at least eighteen (18) years of age. A director may not be an undischarged bankrupt or a mentally incompetent person. For any motion of the Board, a majority of votes cast shall be binding.

10. The Board shall consist of the following members:

- a. the President;
- b. the immediate Past President; and
- c. all Vice-Presidents.

11. Directors and Officers, as such, shall not receive any remuneration for their services although, by resolution of the Board, expenses or any portion thereof may be allowed for their attendance at meetings of the Board.

12. Each director may hold only one (1) position on the Board at any one time. Each Director shall have one (1) vote at meetings of the Board, except that the President shall not vote other than to break a tie vote. The same stipulation shall apply to a Vice-President acting as Chairman in the absence of the President. Any Board position which becomes vacant must be filled as quickly as possible, in accordance with article 16 below.

13. All officers, other than the Past President, shall be elected for two (2) year terms of office at an Annual General Meeting of Members to the offices indicated below. The President, Vice President of Administration, Vice President of Member and Club Relations shall be elected in even-numbered years and the Vice President of Technical, Vice President of Finance, Vice President of Competition, and Vice President of Communications shall be elected in odd-numbered years. "Off-cycle" positions on the Board that are vacant at the time of the Annual General Meeting election shall be elected to complete the remainder of the two (2) year term. To be elected to a position a member requires a majority of the votes cast. If necessary, a series of ballots shall be conducted by the Chairman of the Membership Committee or his delegate. The President may not hold office longer than two (2) consecutive two (2) year terms. No such restrictions shall apply to other elected positions.

The order of elections shall be:

- a. *In even-numbered years:*
  - i. the President;
  - ii. the Vice President of Administration;
  - iii. Vice President of Member and Club Relations;
- b. *In odd-numbered years:*
  - i. the Vice President of Competition;
  - ii. the Vice President of Finance;
  - iii. the Vice-President of Technical; and
  - iv. the Vice President of Communications.

14. The Board of Directors may exercise all powers of Biathlon Ontario as are not, by the Canada Corporations Act or by these bylaws, required to be exercised by the membership at general meetings, including but not limited to the following:

- a. to carry on business of Biathlon Ontario under the guidance of the President and in accordance with direction from the members at the Annual General Meeting of Biathlon Ontario;
- b. to make, vary, or repeal regulation for carrying out the objects of Biathlon Ontario;
- c. to form an Executive Committee which may exercise such powers of the Board as are delegated to it from time to time;
- d. to appoint such standing committees, (reporting to the assigned Vice President) as it may decide assist or promote any object of Biathlon Ontario;
- 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 Ontario, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board;
- f. to authorize expenditures on behalf of Biathlon Ontario from time to time and to delegate by resolution to an officer or officers of Biathlon Ontario the right to employ and pay salaries to employees.
- g. to make expenditures for the purpose of furthering the objects of Biathlon Ontario.
- h. to enter into trust arrangements with Trust companies for the purpose of creating trust funds from which capital and interest may be made available for the benefit of Biathlon Ontario in accordance with such terms and conditions as the Board may prescribe;
- i. to take such steps as they shall deem requisite to enable Biathlon Ontario to receive donations and benefits for the purposes of furthering the objects of Biathlon Ontario.

15. Every director who has any direct or indirect interest in a decision of the Board shall:

- a. declare his interest at the first meeting of the Board after which he became interested or aware of any such interest;
  - b. request that his declaration be recorded in the minutes of the meeting; and
  - c. not vote on any resolution or participate in any discussion with respect to the resolution concerning the issue in which he has declared his conflict of interest.
16. 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 Secretary or President of Biathlon Ontario;
  - b. if, at a meeting of the Board, the Board, by a three-quarters majority vote of a quorum thereof, approves 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, the Directors may by resolution fill the vacancy with a member of Biathlon Ontario in good standing. Any such action taken by the Board pursuant to this paragraph shall be subject to review at the next Annual General Meeting, and any person appointed pursuant to this paragraph shall not retain such appointment beyond the conclusion of such annual meeting unless duly elected to the same at such meeting. The Executive Committee may similarly by resolution fill a vacancy on the Executive Committee, subject to review and approval at the next meeting of the Board.

17. Upon election at the first Annual General Meeting of members, the Board of Directors then elected shall replace the provisional Directors named in the letters patent of Biathlon Ontario.

18. The Executive Committee, hereinafter referred to as the Executive, unless otherwise decided by the Board, shall consist of the following Officers:

- a. the President;
- b. the immediate Past President as an ex-officio member;
- c. the Vice President of Administration;
- d. the Vice President of Finance.

19. If the immediate Past President is elected as an officer pursuant to Article 13, then the position of immediate Past President shall not be filled for that year.

### **Indemnities to Directors and Others**

20. Every director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

- a. all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of

any such liability;

- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

## **DUTIES OF OFFICERS**

21. **President**. The President shall be:

- a. Charged with the general supervision of the administration, the management and control of Biathlon Ontario.
- b. Responsible for the calling of all General, Special, Board and Executive meetings thereof, and shall preside at all such meetings.
- c. The Chairman of the Board and of the Executive, and an ex officio member of all committees and sub-committees.
- d. Empowered to invite such members of Biathlon Ontario, or other persons, as he deems advisable to any meeting of the Corporation, and he shall ensure that all orders and resolutions duly passed at the meetings of Biathlon Ontario are carried into effect.

22. **Immediate Past President**. The immediate Past President shall:

- a. Act in an advisory and consultative capacity to the President and other Officers of the Corporation, and shall provide an historical sense of direction;
- b. Not be voted in, but shall have the option of filling this position for a maximum term of one year, and shall make his decision known to the members at the Annual General Meeting upon stepping down as President.

23. **Vice-President of Administration**. The Vice-President of Administration shall:

- a. Oversee and coordinate the administrative functions of Biathlon Ontario and report on the same as required at meetings of the Executive;
- b. Be responsible for the maintenance and safekeeping of the records and archives of Biathlon Ontario. This shall include oversight of the Secretary who shall be responsible for the recording of minutes at all General, Board and Executive Meetings;
- c. Maintain a current manual on Biathlon Ontario's policies and procedures, shall advise the President on matters of protocol and procedure, and shall perform such other duties as may be prescribed by the Board or the President;
- d. Shall bring to the Board the reports of the Chairmen of any Committees as may be assigned to him, such as the Policy Review Committee;

- e. Be the first Vice-President and shall assume the duties and exercise the powers of the President in the absence from meetings or incapacity of the President; and
- f. Perform such other duties as shall from time to time be assigned to him by the Board.

24. **Vice President of Finance**. The Vice President of Finance shall:

- a. oversee and coordinate the financial functions of Biathlon Ontario, including those of the Treasurer;
- b. Bring to the Board the reports of the Chairmen of any Committees as may be assigned to him, such as the Funding Programs and Sponsorship Committees;
- c. Be responsible for the overall financial planning of Biathlon Ontario, and shall monitor receipts and expenditures to ensure that Biathlon Ontario remains in a viable financial position at all times;
- d. Render to the President and Board at meetings thereof, or whenever they may require it an account of all financial transactions and the financial position of Biathlon Ontario;
- e. Be the second Vice President and shall assume the duties and exercise the powers of the President in the absence from meetings or incapacity of both the President and the First Vice President; and
- f. Perform such other duties as may from time to time be assigned to him by the Board.

25. **Vice-President of Technical**. The Vice-President of Technical shall:

- a. Oversee and coordinate the technical functions of Biathlon Ontario and report on same as required at meetings of the Board;
- b. Bring to the Board the reports of the Chairmen of any committees as may be assigned to him, such as the Athlete Development and Selection Committees;
- c. Be primarily responsible for the development of Athletes and Coaches within Biathlon Ontario; and
- d. Perform such other duties as shall from time to time be assigned to him by the Board.

26. **Vice President of Competition**. The Vice President of Competition shall:

- a. Be responsible for approving and coordinating all Biathlon Ontario sanctioned races to ensure compliance with the Biathlon Ontario Hosting Policy and shall report on such races to the Board;
- b. Responsible for officials development and assignment of officials to Biathlon Ontario races;



- c. Bring to the Board the reports of the Chairmen of any committees as may be assigned to him such as an Officials Committee and Ontario Winter Games Committee; and
  - d. Perform such other duties as may from time to time be assigned to him by the Board
27. **Vice President of Communications.** The Vice President of Communications shall:
- a. Be responsible for the Public and Media Relations, Promotion and Marketing, and Membership Communications;
  - b. Be responsible for the oversight of the webmaster function to ensure that the Biathlon Ontario website presents a professional appearance and that the content is informative and of a timely nature;
  - c. Bring to the Board the reports of the Chairmen of any committees as may be assigned to him, such as Public and Media Relations, Promotion and Marketing, and Membership Communications; and
  - d. Perform such other duties as may from time to time be assigned to him by the Board.
28. **Vice President of Member and Club Relations.** The Vice President of Member and Club Relations is responsible:
- a. For the function of the Membership Coordinator, which includes
    - i. the maintenance of Membership records;
    - ii. member recruitment; and
    - iii. recruitment and coordination of volunteers.
  - b. For liaison with the Member Clubs of Biathlon Ontario, through their selected representative, to ensure that their opinions are heard and that the needs and concerns of the Member Clubs are met by the Board;
  - c. To bring to the Board the reports of the Athlete Representative, and of the Chairmen of any committees as may be assigned to him, such as Membership, and Club Representatives; and
  - d. To perform such other duties as may from time to time be assigned to him by the Board

## **MEETINGS AND VOTING**

29. The Annual General Meeting of the members of Biathlon Ontario shall be held at the head office of Biathlon Ontario or elsewhere in Canada as the Board may designate. Notice of the date and location shall be given not less than forty-five (45) days in advance of the meeting. The meeting agenda must be circulated to all voting members not less than thirty (30) days prior to the meeting.

30. A Special General Meeting of the members of Biathlon Ontario may be called if deemed necessary by the President. Notice of the date shall be given forty five (45) days in advance of

the meeting and of the location thirty (30) days in advance of the meeting. The meeting agenda and sufficient information to permit members to form a reasoned judgment on any decisions to be taken must be circulated to all voting members not less than fourteen (14) days prior to the meeting. With the written agreement all the voting members, or their authorized representatives, the above notice requirements may be waived for a Special General Meeting.

31. All members shall be entitled to attend any General or Special General Meeting of Biathlon Ontario. Votes shall be cast only in accordance with the following formula. Proxy votes are acceptable if evidenced in writing, on the prescribed form. Only a voting member of Biathlon Ontario may be a proxy holder. The proxy form must be given to the Secretary (or designate) prior to or at the General Meeting. No other form of proxy will be accepted. The notice of meeting shall include a reminder of the right to use a proxy. Each eligible member attending shall have one vote.

32. The overall numerical membership shall be in accordance with the number of members in good standing as of fourteen (14) days prior to the meeting, and such numerical membership shall be based upon paid-up memberships on records kept by the President, or whomever he may delegate to keep such records.

33. An accreditation of all votes shall be conducted at all General Meetings, prior to any vote 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 a quorum of the Board.

34. For any General or Special General Meeting a quorum shall be comprised of a minimum of ten (10) voting members of Biathlon Ontario.

35. At his discretion, the President shall convene meetings of the Board. The meetings may be convened at any time and place provided that written notice of such meeting 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 or other electronic means may be held provided that all directors consent, and seven (7) days notice of such meeting is given, and this notice may be verbal. This notice requirement may be shortened in an emergency upon the verbal agreement of all of the Directors. The President is required to convene a meeting of the Board upon written petition signed by a majority of the Board members.

36. Board Meetings are attended by the Executive, all other vice presidents, Secretary, and Treasurer, as well as any Standing Committee Chairmen and any other Committee, employee or other person that the President may invite. Any fully paid-up member may also attend as a spectator only.

Except as otherwise provided for by the Canada Corporations Act or by this by-law, any meeting of the members, Directors, Executive Committee, or any other committee of Biathlon Ontario 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. A minimum of fifty (50) percent (%) of those entitled to attend and vote at the meeting need to approve the holding of such meetings;

- b. the means used must permit the chairman to confirm that quorum is present and to record votes; and
- c. Each potential attendee should have equal access to the technology used and should consent in advance to the specific means of communication to be used.

37. The Executive shall meet at times and locations decided by the President. Notice of such meetings shall be given to all members of the Executive at least fourteen (14) days in advance of the meeting specifying the date, time and location of the meeting. Fourteen (14) days notice shall not be necessary if all members of the Executive waive the requirement thereof.

Each member of the Executive shall have one (1) vote at all Executive meetings, exclusive of the Immediate Past President and the President or acting President. The President or acting President shall only cast a deciding vote in the event of a tie.

At his discretion, the President may invite employees or other persons to attend meetings of the Executive, although such persons shall not vote at Executive meetings.

The President shall be required to call a meeting of the Executive upon petition to do so signed by a quorum of the Executive. A quorum shall be a majority of the Executive members.

38. Except as otherwise provided for by the Canada Corporations Act or by these bylaws, motions put during any duly called meeting of members, Directors, Executive Committee or Standing Committees of Biathlon Ontario, shall be determined on the basis of a simple majority of votes cast at said meeting.

## **AFFILIATIONS**

39. Subject to the approval of the Board, Biathlon Ontario may enter into affiliations with other corporations, associations or government bodies for mutual benefit. The terms of such affiliations will be 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**

40. The fiscal year of Biathlon Ontario will be from May 1 of one calendar year to April 30 of the following calendar year. The members shall, at each Annual General Meeting, appoint an auditor to audit the accounts of Biathlon Ontario, to report the results of each audit to the members and to hold office until the next Annual general Meeting provided that the Board of Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be approved by the Board of Directors. The annual audit shall be conducted not more than sixty (60) days following the end of each fiscal year.

41. The routine financial transactions of Biathlon Ontario shall be conducted by whomever 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 as the Board see fit to do, with such terms and conditions being in accordance with policies and procedures approved by Biathlon Ontario.

Financial transactions beyond the powers allocated in the manner detailed above shall be voted on at a duly called meeting of the Board.

42. Membership in Biathlon Ontario shall be subject to the payment of such fees as the Board may determine and from time to time amend. Such fees may vary according to the nature and type of membership.

### **SIGNATURE AND CERTIFICATION OF DOCUMENTS**

43. Contracts, documents or any instruments in writing requiring the signature of Biathlon Ontario, other than those of a routine nature concerning the day-to-day business of Biathlon Ontario shall be signed by the Treasurer and the President or a Vice-President or other member appointed by the Board for the purpose and any such contracts, documents or instruments in writing so signed shall be binding upon Biathlon Ontario. The seal of Biathlon Ontario when required may be affixed to contracts, documents and instruments in writing.

### **RULES AND REGULATIONS**

44. The Board may prescribe such rules and regulations, not inconsistent with these bylaws, relating to the management and operation of Biathlon Ontario as they deem appropriate, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of Biathlon Ontario when they shall be confirmed, and in default of confirmation at such annual meeting shall, at and from time to time, cease to have force and effect.

### **STANDING COMMITTEES**

45. The Board is empowered to establish such permanent, or Standing, Committees as it deems necessary to assist with the carrying out of the objects of Biathlon Ontario. 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.

46. The members of each Standing Committee shall be members of Biathlon Ontario and shall be selected by the respective Chairman taking into account the expertise required, geographical representation and financial considerations.

47. The Chairmen of Standing Committees are free to establish such sub-committees as they deem necessary, including the terms of reference thereof.

### **AMENDMENTS TO THE BYLAWS**

48. The Bylaws not embodied in the letters patent may be repealed or amended by Bylaw enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting of the membership duly called for the purpose of considering said Bylaw. The repeal or amendment of Bylaws embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

49. Any proposed amendment must be circulated to all members of Biathlon Ontario at least thirty (30) days prior to a duly called meeting at which it is proposed to vote upon the adoption of such amendment.