

**REGISTERED / ENREGISTREMENT  
NUNAVUT**

**No:** SOC1422

**Date:** 2020-10-08

**ENACTMENT OF NEW BYLAWS**

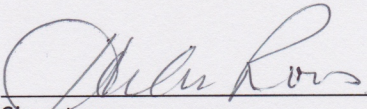
**DEPUTY / REGISTRAR OF SOCIETIES  
REGISTRAIRE OU REGISTRAIRE ADJOINT DES SOCIETIES**

Nunavut Speed Skating Association

(Name of Society)

Resolved as an extraordinary resolution that the bylaws of the above-named Society be repealed and the bylaws set forth in the attached **Schedule "A"** be substituted there for.

THE UNDERSIGNED, BEING A DIRECTOR OR AUTHORIZED OFFICER OF THE ABOVE-NAMED SOCIETY,  
HEREBY CERTIFIES THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF A RESOLUTION OF THE SAID  
SOCIETY PASSED AT THE ANNUAL GENERAL MEETING (BY EXTRAORDINARY RESOLUTION) ON  
September 23rd, 2020.

  
\_\_\_\_\_  
Signature

Helen Roos

\_\_\_\_\_  
Name

President

\_\_\_\_\_  
Title

September 28, 2020

\_\_\_\_\_  
Date

# **SCHEDULE A:**

## **NUNAVUT SPEED SKATING ASSOCIATION CONSTITUTION AND BYLAWS REVISED SEPTEMBER, 2020**



## CONSTITUTION

### Name

The name of the organization is “**NUNAVUT SPEED SKATING ASSOCIATION**” hereinafter referred to as the “Association” or “**NSSA**”.

### Objective

The objectives of the Association are:

- a. To be the coordinating body for speed skating in Nunavut;
- b. To foster, encourage, promote and administer the development and growth of speed skating in Nunavut;
- c. To acquire funds, whether through gifts or otherwise, to assist the Association with its other objectives and purposes;

### Fiscal Year

The fiscal year of the Association shall be the one year period ending March 31.

### Operations

The operations of the Association are to be chiefly carried out in Iqaluit. If necessary, the Board of Directors has the authority to base the operations in any other Nunavut community of which can only be done by amending the Associations By-Laws.

## ARTICLE 1: DEFINITIONS

### Definitions

In these by-laws:

- a. “**Association**” means the Nunavut Speed Skating Association;
- b. “**Club**” means a Speed Skating Club affiliated with Speed Skating Canada and Nunavut Speed Skating Association;
- c. “**Member**” means clubs, skaters, coaches, officials and Administrators duly registered with the Association;
- d. “**Director**” or “**Board of Directors**” means the directors of the Association
- e. “**SSC**” means Speed Skating Canada.

## ARTICLE 2: AFFILIATION

The Association shall be affiliated with Speed Skating Canada or the national governing body, howsoever called.

### ARTICLE 3: MEMBERSHIP

1. Terms of Admission: All individuals are eligible for admission to membership in the Society on payment of the membership fee.

#### Associate

A member of a Canadian speed skating club who contributes as a coach, official, volunteer or parent who does not participate as a skating member.

#### Out of Territory Skater

A skater who maintains Nunavut residency but are studying at a school in the south. These skaters will be able to register for major games.

#### Skater/Parent

Anyone skater and their parents registered in NSSA programs.

2. Rights of Members: All members of the Society will have the right to take part in all activities and to use all facilities established by the Society 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.
3. Obligations of Members: Each member must pay an annual membership fee at such time and in such amount as is determined by the members at each annual general meeting.

#### Membership Fees

Membership fees for clubs, teams, athletes, coaches, officials and volunteers shall be determined by the Association at the Annual General Meeting, and shall be in such amount as is deemed necessary to carry out the continued operations of the Association.

4. Withdrawal and Expulsion of Members:

A. Any member may withdraw from membership in the Society by notice in writing to the Secretary.

B. Any member whose conduct is considered detrimental to the Society or who is more than thirty days in default in paying annual dues may be expelled by a resolution passed by a majority of the directors of the Society.

## ARTICLE 4: GENERAL AND SPECIAL MEETINGS

### Annual General Meeting

An Annual General Meeting of the Association shall be held between 31 and 180 days after the date of the fiscal year end.

### Agenda for General Meeting

The order of business at the Annual General Meeting shall be as follows:

- i. Roll Call
- ii. Minutes of Previous AGM
- iii. Business Arising from the Minutes
- iv. Communications
- v. Reports of Directors, Head Coach, Committees
- vi. Consideration of Amendments to Bylaws
- vii. Election of Officers
- viii. New Business
- ix. Adjournment

### Notice

Notice of a General Meetings of the Association shall be given to Members in writing (letter or electronic) at least twenty-one (21) days prior to the date of a General Meeting and shall be sufficient if placed in a publication of the Association transmitted to the Members.

Notice of the meeting shall set out the business to be transacted and the purpose for calling the meeting.

### Quorum

A quorum for any meeting of the Association shall consist of no fewer than three (3) voting members.

### Meetings by Electronic Means

A meeting of voting Members may be held by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.

### Participation in Meetings by Electronic Means

Any member entitled to attend a meeting of Members may participate in the meeting by means of telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

### Special Meetings

Any voting member may call a Special Meeting by presenting a signed request to the President. Fourteen days written notice of such meeting must be given, and each notice will specify time and business of the meeting.

### Voting Privileges

Only members in good standing and who are at least 18 years of age as of the date of the meeting shall be entitled to vote at any General or Special meeting of the Association.

Each member in good standing is entitled to voting privileges according to his membership category on any motion or resolution at all Special or Annual General Meetings. Designated ex- officio representatives and guests are welcome to attend meetings (AGM and Special) as observers with no voting privileges.

### Proxy Votes

Proxy voting is prohibited.

**Parliamentary Authority**

Societies Act (Nunavut) and the Nunavut Speed Skating Association Bylaws shall govern meetings of the Association in all cases.

**ARTICLE 5: BOARD OF DIRECTORS**

The Association shall be governed by a Board of Directors. Six Directors shall be elected biennially at the Annual General Meeting for a two-year term and shall include the following:

- i. President;
- ii. Vice-President;
- iii. Secretary;
- iv. Treasurer; and
- v. Two (2) Directors at Large

Any voting member in a member club is eligible for election as a Director of the Association.

Each Director shall have one vote in all matters concerning the Association at meetings of the Board.

The Board of Directors shall have the power to appoint chairs to head necessary committees, who shall be responsible to the Board and shall not hold the designated offices for any period beyond the next Annual General Meeting.

The President/Directors shall be responsible for conducting the affairs of the Association in accordance with the objectives, by-laws and Societies Act.

**Terms of Office**

The terms of the Board elected members will be as follows:

POSITION	TERM	ELECTION YEAR	ODD/EVEN
President	2 years	Begin odd year	
Vice-President	2 years	Begin even year	
Treasurer	2 years		Odd
Secretary	2 years		Even
Director at Large	2 years		Odd
Director at Large	2 years		Even

**Nomination**

To be eligible for election to office an individual must:

- i. be nominated by one member in good standing;
- ii. consent to the nomination
- iii. be a member in good standing of the Association, or become an individual member within ten days after being elected.

### **Board Vacancy**

A Director's position shall be vacated:

- i. The end of the director's term, unless the director is re-elected;
- ii. Upon the director's resignation in writing delivered to the Board of Directors;
- iii. If the Director is absent from two consecutive meetings during an operational year (Annual General Meeting to Annual General Meeting) without just cause as determined by a majority of the Board of Directors;
- iv. Become unable to perform duties of the director due to physical or mental disability.

If deemed necessary by the Board, that vacancy may be filled by a majority vote of the Board. That person, so appointed, shall hold office until the term of office is completed.

## **ARTICLE 6: POWERS OF THE BOARD**

### **Authority of the Board of Directors**

The Board shall govern and direct the affairs of the Association in accordance with the objects of the Association. The Board shall manage the property, effects and assets of the Association.

- i. may work by itself or in association with any government, organization, or person;
- ii. may make or authorize necessary purchases;
- iii. may appoint or employ such agents or employees, to perform such permanent, temporary or special services, as necessary, and to determine their powers and duties and affix their salaries or emoluments;
- iv. may remove, dismiss or suspend its agents or employees;
- v. shall oversee the financial business of the Association and be accountable to the membership for same;
- vi. may appoint such standing and special committees to carry on its work; and may determine the composition and powers of such committees;

The Board may cancel the membership of inactive clubs or teams.

The Board shall have such power to select those athletes who shall represent Nunavut as is provided for in the Association's Selection Policy.

### **Board of Directors: Voting**

A board member present at a meeting is entitled to one vote on each motion or matter to be voted on, excluding the President and any staff or contractual staff. However the President shall have a casting vote in the event of a tie.

### **Board Meetings**

The Board of Directors shall meet monthly and have full power to conduct business on the Association's behalf. The board shall have discretionary power in the filling of any vacancy in all elective Officers. Those persons filling a vacancy shall serve for the unexpired term of the office of the person being replaced.

Board meetings will be called and invitations sent to all board members and the membership at least seven (7) days prior to the meeting. The invitation will include the agenda, time and location of the meeting.

### Executive Committee

Officers of the Association hereinafter referred to as the Executive Committee shall include: the President, the Vice-President, the Treasurer.

The Executive Committee shall manage Association affairs within policy and budget parameters of NSSA between the times of scheduled Board of Directors Meetings.

The Executive Committee shall have the authority to make decisions when necessary without the approval of the Board.

### Vacancy – President

Should the office of the President become vacant, the Board of Directors may choose to conduct an election for the interim presidency from among the Members of the Board, by a majority vote of the Members of the Board. The Board of Directors may, by majority vote, fill any position so vacated by a Director who assumes the position of President.

## ARTICLE 7: DUTIES OF THE DIRECTORS

Nunavut Speed Skating Association Board Members **must** be:

- ✓ Dedicated
- ✓ Able to make a time commitment
- ✓ Show good judgment
- ✓ Strong communication skills
- ✓ Show compassion and respect for others
- ✓ Have a willingness to learn
- ✓ The ability to work well with others
- ✓ A sense of wider community and passion for the mission of the organization
- ✓ Past experience on other non-profit boards can also be an asset

**Collectively, the board must:**

- i. Determine a governance model and ensure that appropriate organizational policies and structures are in place
- ii. Participate in the development of a mission and strategic plan for the organization
- iii. Maintain effective partnerships and communication with the community, the organization's members and its stakeholders
- iv. Maintain fiscal responsibility, including raising income, managing income, and approving and monitoring annual budgets
- v. Ensure transparency in all communication to members, stakeholders and the public
- vi. Evaluate the organization's work in relation to a strategic plan
- vii. Evaluate the work of the board of directors, ensuring continuous renewal of the board, and plan for the succession and diversity of the board
- viii. A Director is to be fully informed on organizational matters, and participates in the Board's deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.
- ix. Approve, where appropriate, policy and other recommendations received from the Board and its committees.



### **Individually, each board member must:**

- i. Act in the best interests of the organization
- ii. Understand the roles and responsibilities of being a board member
- iii. Be familiar with the organization's bylaws, policies and procedures, strategic plan, mission, etc.
- iv. Ensure he/she avoids conflicts of interest including operating in the best interest of the organization not in self-interest or the interest of a stakeholder group
- v. Respect confidentiality policies that pertain to membership and board discussions
- vi. Keep informed about the organization's financial activity and legal obligations
- vii. Bring his/her own skills, experience and knowledge to the organization
- viii. Attend board meetings regularly and arrive prepared for meetings
- ix. Support board decisions once they have been voted on

### **President**

The President shall act on behalf of the Board in all of the following areas:

- i. Provides leadership to the Board of Directors.
- ii. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy.
- iii. Attendance at monthly Board meetings, Annual General Meeting and Special Meetings.
- iv. Makes sure the Board adheres to its bylaws and constitution.
- v. Chairs meetings of the Board.
- vi. Encourages Board Members to participate in meetings and activities.
- vii. Keeps the Board's discussion on topic by summarizing issues.
- viii. Keeps the Board's activities focused on the organization's mission.
- ix. Evaluates the effectiveness of the Board's decision-making process.
- x. Serves on the Executive Committee.
- xi. Chairs meetings of the Executive Committee.
- xii. Works with the Board of Directors to ensure that Board Committee chairpersons are assigned to appropriate committees.
- xiii. Orients Board Members to the Board.
- xiv. Serves as ex officio member of committees and attends their meetings when needed.
- xv. Recognizes Board Members' contributions to the Board's work.
- xvi. Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications.
- xvii. Plays a leading role in supporting fundraising activities.
- xviii. Prepares a report for the Annual General Meeting.
- xviii. Orients the new President.

### **Vice-President**

- i. Acts in the absence of the President.
- ii. Serves on the Executive Committee.
- iii. Attendance at monthly Board meetings, Annual General Meeting and Special Meetings.
- iv. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy.
- v. Learns the duties of the President and keeps informed on key issues.
- vi. Works closely as consultant and advisor to the President.
- vii. Prepares to serve a future term as President.
- viii. Chairs at least one major committee.
- ix. Promotes the organization's purpose in the community and to the media.
- x. Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications.
- xi. Orients the new Vice-President.
- xii. Acts as the Chair in the Presidents absence.
- xiii. Acts as the Secretary in their absence.

### **Secretary**

- i. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy.
- ii. Attendance at monthly Board meetings, Annual General Meeting and Special Meetings.
- iii. Keeps copies of the organization's bylaws and the Board's policy statements.
- iv. Keeps lists of officers, Board Members, committees and General Membership.
- v. Notifies Board Members of meetings and prepares the agenda.
- vi. Brings official minute book to meetings.
- vii. Keeps record of Board attendance.
- viii. Makes sure that there is a quorum at Board meetings.
- ix. Keeps accurate minutes of meetings.
- x. Records all motions and decisions of meetings.
- xi. Signs Board minutes to attest to their accuracy.
- xii. Distributes copies of minutes to Board Members promptly after meetings.
- xiii. Receives and reads all correspondence and brings it to the attention of the appropriate officer.
- xiv. Administration of the Association Registration Database
- xv. Files the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry.
- xvi. Makes sure members are notified of General Meetings.
- xvii. In the absence of the President and Vice-President, chairs Board meetings
- xviii. Orients the new Secretary.

**Treasurer**

- i. Serves on the Executive Committee.
- ii. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy.
- iii. Attendance at monthly Board meetings, Annual General Meeting and Special Meetings.
- iv. Gives regular reports to the Board on the financial state of the organization.
- v. Keeps full and accurate accounts of all organizational receipts and disbursements.
- vi. Disburses all monies as directed by the Board.
- vii. Keeps financial reports on file.
- viii. Receives and banks all monies due to the organization.
- ix. Receives and records membership fees and issues receipts.
- x. Acts as signing officer, with another officer or Executive Director for cheques and other documents.
- xi. Coordinate and pays for the cost association with out of town travel.
- xii. Oversee an independent audit from an outside accounting firm.
- xiii. Prepares proposal to secure funds for association operations
- xiv. Prepares the budget in partnership with the President and Executive Committee.
- xv. Makes sure all necessary financial reports are filed.
- xvi. Orients the new Treasurer.

**Directors at Large**

- i. Serves as a member of the Nunavut Speed Skating Board of Directors and show commitment to the work of the organization.
- ii. Willingness to serve on committees that are focused on Club Level Development (i.e. Coaching, Fundraising, and Communications)
- iii. Attendance at monthly Board meetings, Annual General Meeting and Special Meetings.
- iv. Attendance at meetings of assigned committees.
- v. Support of and participation in special events and fundraising events.
- vi. Serves as a Chair for a Board Committee as determined by the Board of Directors
- vii. Creates and/or reviews the terms of reference and mandate of the committee as outlined by the Executive Committee and the Board Committee Directors
- viii. Recruits an appropriate number of committee members to carry out the mandate.
- ix. Orients members to the committee's mandate and position in the organization.
- x. Calls committee meetings and develop agendas with the input of the members. Chairs committee meetings.
- xi. Encourages members to participate.
- xii. Keeps discussion on topic by summarizing issues.
- xiii. Delegates appropriate tasks to individual committee members.
- xiv. Plans and evaluates the committee's work with the help of the members.
- xv. Makes sure meeting minutes and other relevant information are recorded and filed.
- xvi. Reports the committee's progress to the Executive Council and the membership on a regular basis.
- xvii. Orients the new Board committee Directors as needed.

### **Code of Conduct and Conflicts**

Every Board member must subscribe to a Code of Conduct prescribed by resolution of the Association Board of Directors for the purpose of confirming the intention of the Board, and assuring the public and its members of the Board's commitment, and to the integrity and honesty of Board members.

### **Indemnity**

The Association indemnifies each director/officer against legal liability arising as result of their acts or commissions as director/officer, excluding acts or commissions of fraud.

## **ARTICLE 8: FISCAL YEAR AND FINANCIAL MATTERS**

### **Fiscal Year**

The fiscal year for the Association is April 01 – March 31 and may be only be altered as required to meet changing business requirements by changing the Society's By-laws.

### **Financial Reporting**

The treasurer shall present financial statements to the Annual General Meeting. The financial statement shall include income statement and a statement of assets and liabilities (balance sheet) of the Association as at the preceding year end.

A third party independent review (audit) of the financial records of the Association shall be carried out annually by an appointed body. Results of the most recently completed audit shall be provided to the Annual General Meeting.

### **Borrowing Powers**

The Board of Directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for the current operations of the Association in such manner as they see fit, including the issue of debentures, except that in no case shall debentures be issued except pursuant to an extraordinary resolution.

### **Disposal of Funds**

All monies received by or on behalf of the Association shall be deposited in the Association's bank account in trust for the Association, which account shall be with one of the chartered banks of Canada.

All disbursements from the trust bank account shall be made by cheques signed by two of the following: President, Vice-President, Treasurer, Executive Director or by some other Director(s) appointed by resolution of the Directors at a Board Meeting.

### **Auditor**

At each AGM the Association will appoint an auditor.

No Director and no employee of the Association can be auditor.

### **Inspection of Records**

The books and records of the Association may be inspected by any Association member in good standing at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same.

## **Annual Report**

The Board of Directors shall present at each Annual General Meeting an annual reporting of Association affairs as required by the Societies Act.

## **Seal and Signing Authority**

- The seal of the Society must include the name of the society in a circle around the word "SEAL";
- 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;
- The Board must determine by resolution the signing officers of the Association, and their authority: at least 2 directors will have the authority to sign instruments or documents on behalf of the Society.

## **ARTICLE 9: STAFFING**

The Board shall be empowered to hire any such agency or individual as it sees fit to deliver administrative or technical services on the Association's behalf.

The employing or contracting of individuals or agencies, and their duties, shall be governed by the terms of a contract established between the party and the Association.

## **ARTICLE 10: OTHER MATTERS**

### **Registered Not-For-Profit Organization**

The Association is duly registered under the "Societies Act" as a territorial, not-for-profit organization whose business shall be carried out without financial gain for its members and any profit or benefits shall be used for promoting its objects and goals.

### **Dissolution**

In the event of the dissolution of the Association, all its remaining assets after payment of its liabilities, shall be distributed to one or more organizations in Nunavut with objects and goals similar to those of the Association.

### **Remuneration**

No Officer or member of the Board shall directly or indirectly receive any profit or remuneration from one's position as member of the Board or in any other capacity, provided that a member of the Board, including those who are also Officers, may be paid reasonable and necessary expenses incurred in the performance of one's duties.



