

## SASKATCHEWAN ATHLETICS

### CONSTITUTION

No amendment to the Association's Bylaws, which amends the Articles, is effective until the Association has filed the Articles of Amendment with **Information Services Corporation (ISC)**. The Corporations Branch co-ordinates, promotes, develops, implements and enforces policies and programs of the Government of Saskatchewan that relate to the registration and regulation of business corporations, non-profit corporations, co-operatives and other businesses in Saskatchewan. (For information on the Corporations Branch the web site is: [www.saskjustice.gov.sk.ca/corporations](http://www.saskjustice.gov.sk.ca/corporations))

Articles of the Association may be amended only by special resolution. A special resolution is a resolution passed by a majority of not less than two-thirds of the votes cast at a General Meeting of Members.

Any amendment to the Association's Bylaws, which does not amend the articles, is effective immediately it is passed, and does not have to be filed with the Corporations Branch.

**SASKATCHEWAN TRACK AND FIELD ASSOCIATION**

**CONSTITUTION AND BYLAWS**

**ARTICLE I – OBJECTIVES** Revised AGM 11/26/88

1. The objective of the Association is to promote, encourage, and develop the widest participation and the highest proficiency amongst the members of the Saskatchewan Track and Field Association, including:
  - a) To arrange or assist in the arrangement of courses of instruction for coaches, athletes, officials and other interested persons in matters relative to the sport;
  - b) To promote or assist in the promotion of national meets, championships, competitions, demonstrations and events relative to track and field, and cross-country;
  - c) To set and enforce rules and regulations covering all members of the Association (in conjunction with Athletics Canada and the International Amateur Athletic Federation) and the repression of any abuses in the sport by members of the Association;
  - d) To approve any competitor or team of competitors chosen to represent Saskatchewan Track and Field Association in National, Regional or District competition either in Saskatchewan, Canada, or abroad;
  - e) To create, stimulate and increase public interest in matters of track and field;
  - f) To print and circulate an official publication and such other material as may seem conducive to the objectives of the Association;
  - g) Without limiting the generality of the foregoing to do all things feasible for the betterment of track and field within and without the province of Saskatchewan.

**ARTICLE II – MEMBERSHIP** Revised AGM 11/21/92

1. There shall be three classes of membership as follows:
  - a) Active membership, which shall include administrators, athletes, coaches and officials;
  - b) Affiliated memberships, which shall be all affiliated clubs;
  - c) Sustaining membership, which shall be all interested parties concerned with the betterment of track and field and who do not qualify as active or affiliated members and they shall be entitled to attend meetings of the members and/or directors.

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These classes of memberships are subject to:

Active and Affiliated members delivering to the registrar of the Association and the prescribed membership fee or fees, as determined by the Association from time to time in general meeting, together with the prescribed application and/or registration form or forms containing all required information. These forms shall be available from the registered office of the corporation and such other and further locations as the Association may determine from time to time;

Sustaining membership being granted at the discretion of the Directors and/or members of the Association.

2. Members of the Association are expected to conduct themselves in a manner that will not be detrimental to the well being of the Association, or bring the good name of the Association or other members into disrepute. Members not in compliance with this rule will be subject to Disciplinary Action as outlined in Article XI-Investigation, Discipline and Appeals.
3. An Active or Affiliated member may withdraw from membership in the Association by giving written notice of their intention to withdraw to the registered office of the Association; or by failure to renew as set forth in paragraph 4 hereof.
4. Active and affiliated membership are deemed to end of the 31<sup>st</sup> day of December in each and every year; except in the case of a new member paying the prescribed membership fee during the months of September, October, November and December in any year, said member shall be granted membership for the ensuing track year, i.e. January 1 to December 31. However, if there is an appreciable increase in the membership fee determined at the meeting of members held in November of each year, said new member may be subject to a further levy.
5. Honourary Life Membership may be conferred upon any individual at any time subject to ratification by the members at the next ensuing meeting of the members.
6. Individuals who comprise the Executive, Board of Directors, standing committees or who represent the Association in any manner (ie. As an official, coach, or athlete) must be members of the Association.

### **ARTICLE III – MEETINGS OF MEMBERS** Revised AGM 11/21/92

1. The Annual Meeting of the members of the Association shall be held in the month of November in each and every calendar year.

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2. The Secretary of the Association shall send notice of the Annual Meeting of members to the affiliated members and officers and directors of the Association in compliance with Section 125 (1) (a), (b) and (c) and 2 of the Non-profit Corporations Act, and subject to the alternatives offered in the Non-profit corporations Act to the active and sustaining members of the Association; OR with respect to said active members, cause to be published, such notice, in compliance with Section 125 (3) (a) and (b). Such notice shall be distributed thirty (30) days prior to the Annual General Meeting.
3. In the case of mailed notices such notices shall include the proposed agenda of the meeting and such further and other material as the directors may determine from time to time. Members in attendance shall constitute a quorum.
4. Non-members of the Association shall be permitted to attend and to be heard at Annual Meetings of members on approval of the members present; approval shall be deemed given if 2/3 of the members present vote in favour thereof.
5. Special Meetings of the Association may be called by the Board of Directors at any time subject to compliance with Section 121 respecting notices and compliance with said Section 121 (7). The Board must call a special meeting if 5% of the active members or 5% of the affiliated members deliver a written request to the registered office of the Association complying with Section 121 (7). Upon receipt of such notice the Executive Director, or such other officer in charge of the registered office, shall immediately, and not later than 72 hours after receipt of such a request, advise the Secretary of the Association to effect notice in compliance with Section 121 and Article III (2).
6. Voting:
  - a) Voting rights:
    - i) All Active members 16 years of age or over shall be accorded one vote if they are present at the meeting.
    - ii) All affiliated members shall be accorded the following number of votes:
      - Clubs with more than 100 members – 3 votes
      - Clubs with 99 or less members – 1 vote

These votes shall be cast by a duly accredited representative (or representatives) of the member club if such representative(s) is present at the meeting.

Active members who vote as accredited representatives forfeit their right to vote as active members. This restriction does not apply in the case of a class vote where they may vote as active

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members in the active members class vote, and as affiliated members in the affiliated members class vote.

- iii) Sustaining members shall not be accorded a vote.
  - b) All motions, except as specified elsewhere in these bylaws or “Robert’s Rules of Order” at a meeting of members shall require a simple majority of delegates and/or members voting before becoming valid. In the event of a tie vote the chairperson of the meeting shall have the right to case a vote.
  - c) Voting at any meetings of members may be by a show of hands or by standing vote or by secret ballot, but only those persons present entitled to vote shall be recognized. Any person present, and entitled to a vote, may demand a vote by secret ballot.
  - d) Only those members who have held membership for at least seven (7) days prior to the date of a meeting of members shall be awarded voting privileges at that meeting.
7. Procedure:
- a) The rules contained in “Robert’s Rules of Order” and amendments or revisions thereto, shall govern all meetings of members in all cases where they are applicable, provided that they are consistent with the bylaws of the Association and the **Non-profit Corporations Act**.
  - b) The order of business at every Annual Meeting of members, shall, unless it is varied by the unanimous consent of those persons present and entitled to vote at the meeting, be as follows:

### AGENDA

- 01 Filing of written declarations of accredited representatives signed by the proper officer(s) of the affiliated members;
- 02 Confirmation of votes and procedures;
- 03 Adoption of the agenda;
- 04 Adoption of the minutes of the last Annual Meeting of members and any intervening Special Meeting of members;
- 05 Business arising out of the minutes;
- 06 Reports of executive officers, standing committee chairmen, ad hoc committees and special committees and business arising there from;

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- 07 Ratification of the activities of the Board of Directors for the current year;
- 08 Unfinished or tabled business of the meeting;
- 09 New business;
- 10 Election of the Board of Directors;
- 11 Resolutions;
- 12 Appointment of an auditor;
- 13 Such other and further business as shall properly come before the meeting;
- 14 Adjournment.

### ARTICLE IV – ELECTIONS Revised AGM 11/26/88

- 1. All voting at elections, when an office or position is contested, shall be by secret ballot.
- 2. Each affiliated member shall be accorded the number of votes specified in Article III 6.a (ii) at elections, to be cast by duly accredited representatives, and each active member shall be accorded 1 vote if present at the election.
- 3. When a single office or position is contested, the candidate receiving a majority of votes cast shall be declared elected. This is in accordance with “Robert’s Rules of Order”.

### ARTICLE V – AMENDMENTS OF BYLAWS

- 1. Subject to compliance with the requirements of the **Non-profit Corporations Act**, these bylaws may be rescinded, altered or added to by resolution of the Board of Directors, with notice of such resolution to be given at least 21 days prior to the Annual Meeting of members at which it is intended to present such resolution in the manner herein set forth, provided however, that the members of the Association shall have the right to confirm, reject or amend same at the next Annual or Special Meeting of the members.
- 2. Motions affecting a change in the By-laws require a 2/3 majority of votes cast.

**ARTICLE VI – FISCAL YEAR**

1. The fiscal year of the Association shall be from October 1<sup>st</sup> to and including September 30<sup>th</sup> in each and every year.

**ARTICLE VII – ADMINISTRATION**

1. Books and Records:
  - a) The Board of Directors shall cause such books and records to be kept by the Association as may from time to time be determined by the Board and as may be required by the provisions of the **Non-profit Corporations Act**.

Notwithstanding the generality of the foregoing, the books and records of the Association shall include minutes of all Annual Meetings of members, directors, executive and committees, proper books of account and audit as hereinafter defined, a list of directors and a list of members, both of which shall indicate the date of installation as a director or registration of a member and the date each ceases to act or be a member, and such other records as may be required.

- b) The books and records of the Association shall be open to inspection by any member at all reasonable times and shall be open to inspection by an accredited representative upon 2 days written notice to the registered office of the Association.
2. Books of Account and Audit:
  - a) The Board of Directors and the chairman of each special standing committee shall cause proper books of account to be kept by the Association and by that special standing committee respectively so as to keep and maintain a true and accurate record of all financial transactions, liabilities and assets of the Association and of each special standing committee, and will, at all times, comply with the provisions of the Non-profit Business Corporations Act in this regard.
  - b) The books of account of the Association shall be audited at least once a year by a qualified accountant who shall not be an officer of the Association or an accredited representative of an affiliated member or a chairman of any committee of the Association. Such auditor shall be appointed annually by the members of the Association.

c) Banking:

- i) The Board of Directors may open one or more accounts for the Association, designate signing officers in accordance with these Bylaws, generally execute all documents and handle all responsibilities incidental to or in connection with the transaction of the Association's business with its chartered bank, trust company or treasury branch.
- ii) Each special standing committee may, subject to the approval of the Board of Directors, open one or more bank accounts for the special standing committee, subject to the provisions relating thereto or contained in these Bylaws.
- iii) For the purpose of carrying out its objectives, the Association may draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, but only to the extent from time to time authorized by the Board of Directors and in compliance with the **Non-profit Corporations Act**.

d) Honoraria:

The Association may authorize payment of honoraria to such persons as may be considered appropriate and deserving, in Annual Meetings of the members, subject to the prior recommendations of the Board of Directors.

e) Signing Officers:

- i) All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the Association (as distinct from the finances of any special standing committee) shall be signed by any two of those officers designated by the Board annually.
- ii) All contracts and documents requiring execution by the Association, as determined from time to time by the Board of Directors, shall be signed by the President and one other Board Member. The Board of Directors is authorized to sign specific contracts, documents or instruments in writing on behalf of the Association. A certified copy of the resolution giving this authority must accompany the document.



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**ARTICLE VIII – OFFICERS Revised AGM 11/21/92**

- a) The Officers of the Association, collectively, shall comprise the Executive of the Association and their respective duties and responsibilities, in addition to ensuring the fulfillment of the objectives of the Association, shall be as defined in the Policy and Procedures Manual of the Association.
- b) The Officers (Executive) of the Association shall be a Past President, the President, First Vice President, the Vice President Finance (Secretary/Treasurer), and such other Vice Presidents as may be elected by the Board and the Executive Director.
- c) The Past President holds office Ex Officio, and will normally be the immediate Past President. If the immediate Past President is not available the Board may appoint any Past President. The Past President shall be a voting member of the Board of Directors.
- d) The Executive Director shall be the Chief Executive Officer, who is appointed by the Board of Directors to be responsible for the management and supervision of the affairs and operations of the Association, but shall not be a member of the Board of Directors.
- e) The Board of Directors shall elect from its members all the Officers except the Past President and the Executive Director. This election shall take place at the first Board Meeting following the election of Directors to the Board. The election of Officers shall be for a one-year term.

**ARTICLE IX– BOARD OF DIRECTORS Revised AGM 11/21/92**

- a) The Directors shall manage the affairs of the Association. They shall set planning policy and direction, and review progress reports and evaluations.
- b) The number of Directors of the Association shall be not less than 10 or more than 30, to serve on staggered terms; subject to amendment of the Articles of Continuance of the Association, and shall be determined at meetings of members.
- c) In the event of a vacancy on the Board of Directors the vacancy shall be filled pursuant to Section 95 (1) (2) of the Non-profit Corporations Act.

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- d) The Board of Directors shall be answerable to the members of the Association and all actions of the Directors shall be ratified at the Annual Meeting of the members.
- e) Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.
- f) A Director shall be eligible for two consecutive full terms on the Board of Directors and may again stand for election after a one-year absence from the Board.
- g) The Directors shall meet as frequently as may be required to adequately attend to the dispatch of the business of the Association in a diligent manner.
- h) Notwithstanding anything contained in these bylaws, the Directors of the Association shall comply with Division IX, Subsections 88–112 of the Non-profit Corporations Act.
- i) In addition to complying with the Act as aforesaid, the Directors shall diligently discharge their duties as outlined in the Policy and Procedures Manual of the Association.
- j) A Director may serve as an officer of the Association or on any committee of the Association or any number of committees of the Association.
- k) Notices of meetings of Directors on record with the Association shall be **emailed** to the Directors at their last registered **email** address.
- l) A majority of Directors eligible to vote shall constitute a quorum.
- m) No employee of the Saskatchewan Track and Field Association shall be allowed to become a member of the Board of Directors.

### ARTICLE X – COMMITTEES Revised AGM 11/26/88

- a) Committees of the Association shall be as approved by the Board of Directors to meet the objectives of the Association.
- b) Responsibilities and authority of all committees, be they standing, sub or ad hoc, shall be as defined in the Policy and Procedures Manual of the Association, or as defined by the Directors of the Staff.

## SASKATCHEWAN TRACK AND FIELD ASSOCIATION

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#### ARTICLE XI –DISCIPLINE & APPEALS PROCEDURES

a) Reported:

When any violation of the By-Laws, Rules or Regulations of **Athletics Canada** (AC) or **Saskatchewan Track and Field Association** (STFA) is alleged against any member or any affiliated club, the matter shall be reported to the Executive Director or to the Executive of STFA. Saskatchewan Athletics now follows the flow charts of the Discipline and Complaints Policy, Alternate Dispute Resolution Policy and Appeals Policy based on the Code of Conduct.

b) Discipline:

- i) Reprimands: The authority for the administration of reprimands resides with the Association Member carrying the responsibility for the supervision of the member requiring reprimand.
  - Verbal – Does not require referral to the Board
  - Written – Does not require referral to the Board
- ii) Suspension: Requires Board Approval  
The Board of Directors may suspend until a specified date any member or any affiliated club when, after an investigation conducted in accordance with the Discipline and Complaints Policy that Article XI, clause “A”, a violation of the By-Laws, Rules and Regulations of AC or the STFA is proven.
- iii) Expulsion: Requires Board Approval  
The Board of Directors may expel any member of any affiliated club when, after the case manager provides to the Board recommendations of the case investigation conducted in accordance with Article XI, Clause “A”, a violation of the By-Law, Rules and Regulation of AC or the STFA is proven.
- iv) Enforcement:  
If suspension or expulsion is taken against an active member belonging to a club, the STFA shall inform that member’s club.  
The STFA shall inform AC national office and all AC Branches of all suspensions and expulsions by the STFA and request that they be respected.  
A suspended member or club shall lose all rights of membership for the period of the suspension.

- v) Appeals:  
All Appeals will follow the Appeal Policy. Appeals are reviewed by the case manager and either accepted or denied based on grounds for appeal through the Appeals Policy. If granted an appeal the case manager and appropriate Alternate Dispute Resolution will be used to resolve the dispute. This aligns to our Appeals Policy.
- i) Reinstatement:
  - a) Suspension:  
A suspended member of a club is automatically reinstated at the end of the period of suspension, provided that all recommendations of the Board have been complied with.
  - b) Expulsion:  
A person or club expelled by STFA may apply to the Board for reinstatement. Such application for reinstatement shall be in writing, and shall state the reasons for which reinstatement is requested.
  - c) The Board considering reinstatement shall:
    - i) Hear such request for reinstatement at its next meeting, unless requested in writing by the person or club to delay such a hearing until a later meeting;
    - ii) Give such person or club seven business days of the date of such hearing;
    - iii) Inform such person, or an officer of such club, of their right to be present and to be accompanied by an adviser, or if not present to be represented;
    - iv) Inform such person or club of the action taken as a result of the hearing within three business days of the date of the hearing.

## ARTICLE XII – GENERAL

- 1) Notwithstanding anything contained herein to the contrary, each member of every committee, whether it be subcommittee, ad hoc committee, or standing committee, shall be responsible directly to the committee chair, to the Board of Directors and thus to the members. The Officers shall be responsible to the Board of Directors and through the Board of Directors to the members. The Executive Director shall be responsible to the Board of Directors through the President. All support staff are responsible to the Executive Director. Responsibilities and authorities are more specifically outlined in the Policy and Procedures Manual.

## ARTICLE XIII – DISSOLUTION

- 1) On dissolution of the Association, its property and assets, after payment of all liabilities, shall be donated for such charitable, benevolent or educational purposes as may be decided by the members at the time of such dissolution.

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Adopted:	Annual Meeting of Members:	November 28, 1981
Proposed changes:	Sept 15, 1983 October 16, 1983	
Adopted:	1986 AGM Amendments	November 27, 1986
Adopted:	1988 AGM Amendments	November 26, 1988
Adopted:	1989 AGM	November 25, 1989
Adopted:	1992 AGM	November 21, 1992