

**Constitution & Bylaws
Biathlon P.E.I. Inc.
Updated May 9, 2015**

Constitution

Article 1 Name

1.1 The name of the organization shall be Biathlon P.E.I. Inc. (Hereinafter referred to as Biathlon P.E.I. or the organization)

Article 2 Objectives

2.1 Biathlon PEI shall be a non-profit organization with the purpose of promoting, co-ordinating, regulating and encouraging all aspects of Biathlon in Prince Edward Island.

2.2 The obligations, duties and responsibilities of Biathlon PEI shall include the following:

2.2.1 To promote, develop and maintain all aspects of the sport of Biathlon in Prince Edward Island.

2.2.2 To develop and administer policies and programs for Biathlon.

2.2.3 To provide education and training programs for athletes, coaches and officials.

2.2.4 To raise funds for the development of the volunteer minor sports system in Prince Edward Island.

2.2.5 To establish standards for safety for athletes participating in Biathlon.

2.2.6 To promote and coordinate competitive and non-competitive development of Biathlon in Prince Edward Island, including the operation of a provincial team and a provincial competitive program.

2.2.7 To sanction Biathlon events in Prince Edward Island.

2.2.8 To exercise jurisdiction over all matters related to participation of Prince Edward Island teams in national or other competitions outside the province.

2.2.9 To encourage the organization of local Biathlon clubs throughout the province and provide assistance, guidance and information to such clubs.

2.2.10 To promote and encourage physical fitness and public participation in athletic activities as in general, and Biathlon in particular.

2.2.11 To have all the powers set out in the Companies Act of Prince Edward Island, R.S.P.E.I. 1988, C-14 and amendments thereto.

Article 3 Amendments

- 3.1 Amendments, additions or alterations to the constitution must occur at the Annual General Meeting or a Special General Meeting called for that purpose. Members must receive at least ten (10) days notice of the proposed change(s) and at least two-thirds (2/3) of the members who are eligible to vote at the meeting must approve the change.

Article 4 Dissolution

- 4.1 In the event of winding up or any other dissolution of the Association all its remaining assets after payment of its liabilities shall be distributed to any remaining clubs still in operation, or to one or more recognized non-profit organizations in PEI, if no biathlon clubs are left in operation.

Bylaws

Article 1 Membership

- 1.1 The subscribers to the Memorandum of Agreement hereto shall be members of Biathlon PEI. All further members shall be approved by the Board of Directors.
- 1.2 Each application for membership in Biathlon PEI must be accompanied by the annual fee as determined at the Annual General Meeting.
- 1.3 The following shall be admitted to membership in Biathlon PEI : any individual residing in Prince Edward Island who uphold the objects of the Organization and contributes to the support of the Organization an amount to be determined annually at the General Meeting.
- 1.4 Classes of membership shall be in accordance with Biathlon Canada scheme.
- 1.5 Only members in good standing of Biathlon PEI (membership fees paid) shall be entitled to vote at any meeting of the Organization and to hold office, but there shall be no proxy voting.

1.6 Members of Biathlon PEI must be members of Biathlon Canada.

1.7 Members may withdraw from Biathlon PEI by giving notice in writing to the Board of Directors, but no refund of fees will be made to a member upon the cessation of his/her membership.

1.8 The members may terminate the membership of any member of Biathlon PEI if:

1.8.1 such member, in the opinion of the majority of the membership which shall be conclusive, ceases to be eligible or;

1.8.2 such member has failed to pay any dues or expenses levied against that member;

1.8.3 such member had done anything considered to be in the opinion of a majority of the membership, detrimental to the purpose of in contravention of the by-laws of the Organization.

1.9 The fiscal year of Biathlon PEI shall be the period from April 1 in any year to March 31 in the year following.

Article 2 Meetings

2.1 The Annual General Meeting shall be held each year at a place and date to be determined by the Board of Directors no later than May 31 of each calendar year

2.2 At each ordinary or Annual General Meeting of Biathlon PEI the following items of business shall be dealt with and shall be deemed to be ordinary business:

2.2.1 Roll Call

2.2.2 Minutes of last Annual Meeting

2.2.3 Business Arising from the Minutes

2.2.4 President's Report

2.2.5 Treasurer's Report (year end financial, balance sheet & operating statement)

2.2.6 Other Reports

2.2.7 Correspondence

2.2.8 Business arising from correspondence

2.2.9 Consideration of any motions

2.2.10 Election of Officers and Directors

2.2.11 Appointment of Auditors

2.2.12 Introduction of new President

2.2.13 New Business

2.2.14 Adjournment

2.3 Notice of all general meetings shall be given in writing to all members of Biathlon PEI at least ten (10) working days in advance of the meeting, but non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

2.4 Special meetings of Biathlon PEI may be called by the Chair or shall be called at the written request on one-half or more members in good standing. Notice of the time and place the special meetings, together with a notice of the business to be transacted shall be given at least ten (10) working days in advance.

2.5 The presence of at least ten percent (10%) of the duly authorized representatives of Biathlon PEI members shall be necessary to constitute a quorum at all meetings of the membership of the Organization and any member in good standing shall be entitled to one vote.

2.6 The first meeting of the Board of Directors will take place on the day of its election and subsequent meeting shall take place on a date and a place to designate by the Board.

2.7 Notice of any meeting of the Board of Directors specifying the time and place thereof, shall be given orally or in writing, at least one (1) week before the meeting is to take place, to each Director, but non-receipt of such notice by any Director shall not invalidate the proceeding of any meeting of the Board.

2.8 All questions arising at any meeting of Biathlon PEI or of the Board shall be decided by a majority of votes or in the case of any tie, the Chair shall have the deciding vote.

2.9 The annual meeting of Biathlon PEI shall be open to the public and public notice shall be advertised at least fourteen (14) days prior to each annual meeting.

2.10 No business shall be transacted at any meeting of Biathlon PEI unless a quorum of members is present at the commencement of such business.

2.11 If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting if convened upon the requisition of the members shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned with no fixed date assigned.

2.12 The President of Biathlon PEI shall preside as Chairperson at every general meeting of the Organization

2.12.1 If there is no President or if at any meeting he/she is not present at the time of holding the same, the Vice-President shall preside as Chairperson.

2.12.2 If there is no President or Vice-President or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.

- 2.13 The Chairperson shall have the casting vote in the case of an equality of votes.
- 2.14 The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
- 2.15 At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of Biathlon P.E.I. shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
- 2.16 If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Organization in general meeting.
- 2.17 The authority for rules of order shall be parliamentary procedure.

Article 3 – Voting

- 3.1 Every member shall have one (1) vote and no more.
- 3.2 A member may cast a mail-in-vote to the Secretary postmarked five (5) days prior to the scheduled meeting. The mail-in-vote must indicate the membership number, the issue, which is being voted on, and the signature of the member. There is no proxy voting.
- 3.3 Any resolution or motion at any meeting shall be carried by a simple majority of the members present voting in favour of the resolution or motion.

Article 4 – Governance

- 4.1 The property and affairs of Biathlon P.E.I. shall be administered by a Board of Directors consisting of the following officers:
- 4.1.1 President
 - 4.1.2 Immediate Past President
 - 4.1.3 Vice-President
 - 4.1.4 Secretary
 - 4.1.5 Treasurer
 - 4.1.6 Director (s) - a minimum of 1 and a maximum of 4

The positions of secretary and treasurer may be held by the same person.

4.2 Any member of Biathlon P.E.I, eighteen (18) years of age or older, shall be eligible to be elected a director of Biathlon P.E.I.

4.3 Directors shall be elected by members at each ordinary or annual general meeting of the Organization.

4.4 The President, Secretary, and two directors shall be elected at the Annual Meeting during even years

The Vice President, Treasurer, and two directors shall be elected at the Annual Meeting during odd years.

The Past President shall be the Immediate Past President and shall assume such office until the election of the new President.

Any person who cannot attend the Annual Meeting and wished to be nominated or selected for an Executive position must signify this willingness in writing.

4.5 At the first ordinary or annual general meeting of Biathlon P.E.I. and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.

4.6 In the event that a director resigns his office or ceases to be a member in Biathlon P.E.I., the Board of Directors shall have discretionary power in the filling of any vacancy in all elective offices for the unexposed portion of the term.

4.7 The Board of Directors may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.

4.8 Meetings of the Board of Directors shall be held as often as the business of Biathlon P.E.I. may require and shall be called by the President. A meeting of directors may be held at the close of every ordinary or annual general meeting of Biathlon P.E.I. without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

4.9 No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors is present at the commencement of such

business.

- 4.10 The Chairperson or, in his absence, the Vice-Chairperson or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.
- 4.11 The Chairperson shall be entitled to a vote as a director. In the case of the equality of votes, his vote shall be the casting vote.
- 4.12 Directors shall not receive any remuneration for their services.
- 4.13 The officers of Biathlon P.E.I. shall be a President, a Vice-President, a Treasurer and a Secretary. The officers of treasurer and secretary may be combined. The officers shall include a Past President.

4.13.1 President

The President shall preside at all meetings of Biathlon PEI. He/she is an ex-officio member of all other committees. He/she shall decide upon all voting procedures and shall have a casting vote when necessary. He/she must call a meeting at the request of 10% of the membership of Biathlon PEI.

4.13.2 Vice-President

The Vice-President shall attend all general, special and meetings of the Board of Directors and in the absence of the President shall act as chairperson and assume the duties and powers of the President.

4.13.3 Secretary

The Secretary shall attend all general, special and meetings of the Board of Directors and keep an accurate record of all business at such meetings, shall handle all correspondence and give notice of meetings as requested and shall maintain members' registration.

4.13.4 Treasurer

The Treasurer shall attend all general, special and meetings of the Board of Directors, shall be responsible for all Biathlon PEI funds, shall see that such funds are deposited in an approved financial institution in the name of Biathlon PEI, shall keep a true and accurate account of receipts and disbursements, make all payments after receiving proper authority from Biathlon PEI and present properly prepared financial statements at the Annual Meeting. He/she shall present financial statements at all meetings

of the Board of Directors.

- 4.13.5 All cheques must be signed by any two of the following officers: President, Vice-President, Secretary and or Treasurer
- 4.14 Meetings of the Board of Directors may be called by the President or at the request of two (2) or more Board members. The Board shall meet at least two (2) times a year.
- 4.15 A quorum of the Board of Directors shall consist of a majority of members present.
- 4.16 The Board of Directors shall appoint such committees, as they deem desirable in the interests of Biathlon P.E.I.
- 4.17 The Board of Directors shall determine the duties of each committee and shall decide questions of jurisdiction, and shall, if it so desired, direct the action of any committee on any matter.

Article 5 – Finance and Management

- 5.1 The Board shall make an annual report and present properly prepared financial statements of Biathlon P.E.I. to the members at the Annual General Meeting. The Board may appoint an auditor.
- 5.2 The seal of Biathlon P.E.I. shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
- 5.3 Biathlon P.E.I. shall have established an appeal process. This process shall be available to any member who considers that a decision of the Organization directly affecting him or her was made using unfair procedures, or was influenced by bias. The appeal process shall be set down in Biathlon P.E.I.'s policy manual.
- 5.4 Biathlon P.E.I. may make policies regarding such issues as gender equity, conflict of interest, harassment, etc. These policies would be found in the Organization's policy manual.

- 5.5 Biathlon P.E.I. shall file its annual return with the Director of the Corporations Section, through Sport PEI, indicating the names of its directors and officers with their addresses, and dates of appointment or election, within fourteen (14) days of a change of directors.
- 5.6 Biathlon P.E.I. shall file with Sport PEI a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 5.7 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of Biathlon P.E.I. and of the Board of Directors shall be the responsibility of the Secretary.
- 5.8 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of Biathlon P.E.I. by the Chairperson or the Vice-Chairperson and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
- 5.9 The borrowing powers of Biathlon P.E.I. may be exercised by special resolution of the members.

Article 6 Amendments

- 6.1 No addition, amendment, or alteration shall be made in any part of the Bylaws of Biathlon PEI except at the Annual General Meeting or at a special general meeting called for that purpose provided that a copy of any proposed amendment has been given to the Secretary of Biathlon PEI and the membership at least ten (10) days prior to the date of the meeting at which the proposed amendment will be introduced.
- 6.2 The Bylaws may be amended by a two-thirds (2/3) vote of the membership in good standing and present at such meeting on a formal motion duly seconded from the floor of any general meeting.
- 6.3 Members and Members of the Board of Directors may propose changes to the Bylaws.
- 6.4 Approved changes to the Bylaws shall be put into effect immediately following the Annual General Meeting or the Special General Meeting called for that purpose unless otherwise stated.

Article 7 Dissolution

- 7.1 In the event of winding up or any other dissolution of the Association all its remaining

assets after payment of its liabilities shall be distributed to any remaining clubs still in operation, or to one or more recognized non-profit organizations in PEI, if no biathlon clubs are left in operation