

# BY-LAWS OF SPECIAL OLYMPICS NWT

## 1. Name

The name of the society is "***Special Olympics NWT***", hereinafter referred to as the "Society".

## 2. Mission Statement

The Society is a not-for-profit organization, headquartered in Yellowknife, Northwest Territories, dedicated to enriching the lives of NWT residents with intellectual disabilities by providing training and competition through sport.

## 3. Definitions

In these by-laws:

**Active Volunteer** means a volunteer registered with Society in accordance with policies established by the Board.

**Affiliate delegate** means a representative of a recognized affiliate designated a representative by that affiliate's executive.

**AGM** means an annual general meeting of the Society as described in section 5.

**Board** means the Board of Directors established under section 7.

**Extraordinary resolution** means a resolution as defined by the *Societies Act* (i.e., a written resolution passed by a majority of at least  $\frac{3}{4}$  of the members in good standing at an AGM or a special general meeting).

**Official meetings** mean AGMs, special general meetings and Board meetings.

**Recognized affiliate** refers to a local, special olympics organization based in the Northwest Territories and recognized as affiliate of the Society in accordance with Board policy.

**Special General Meeting** means general meeting of the Society as described in section 6.

## 4. Membership

- (a) There shall be two categories of membership:
- i. voting, and
  - ii. non-voting.

- (b) Voting members shall include members of the Board and affiliate delegates.

- (c) Eligibility for recognized affiliate status shall be further defined by Board Policy.
- (d) Non-voting memberships, applications, and fees shall be further defined by Board Policy.
- (e) All members are encouraged to advance the Society's objectives and to participate in the Society's meetings and activities.
- (f) A non-voting member or recognized affiliate may withdraw from membership in the Society at any time by submitting a notice in writing to the Board.
- (g) A non-voting member or recognized affiliate member may be expelled by an extraordinary resolution for cause, including acts, omissions, statements or publications of any kind that the Society considers are, have been, or may be detrimental to the Society.
- (h) A non-voting member or recognized affiliate whose conduct is considered potentially detrimental to the Society will be issued written notice of the Society's concerns and provided with a reasonable opportunity to defend his or her actions before any extraordinary resolution of expulsion is considered.

## **5. Annual General Meetings (AGMs)**

- (a) The Society's AGM shall be held in the Northwest Territories at a time and place fixed by resolution of the Board.
- (b) Notice of the AGM will be issued by electronic or other means, to all Society members at least 14 days prior to the date of the annual meeting.
- (c) The purpose of the AGM shall be to:
  - i. review the financial statements of the previous fiscal year,
  - ii. elect directors to the Board,
  - iii. consider new, amended or repealed by-laws, and
  - iv. consider such other business as may be brought before the meeting by the Board or membership.
- (d) The Society's AGMs will be held as soon as practical after the Society's fiscal year end, but in no case not less than 45 day and not more than 120 days after the Society's fiscal year end.
- (e) A simple majority of voting members shall constitute a quorum for the purposes of an AGM.
- (f) Notwithstanding articles 5(e) above, any non-voting member or recognized affiliate may, in writing, excuse themselves from attendance at a particular

annual general meeting and their membership will not be used to calculate quorum for that annual general meeting.

- (g) Each voting member present at an AGM is entitled to one vote on any motion or resolution of the Society.
- (h) Proxy voting is prohibited.
- (i) AGMs will be chaired by the president who will only cast a vote on a motion or resolution in the event of a tie.

## **6. Special General Meetings**

- (a) A special general meeting of the Society may be called by:
  - i. the president,
  - ii. a majority of the Board, or
  - iii. the president upon receiving a written request from not less than one third of the members in good standing.
- (b) Special general meetings shall be held in the Northwest Territories at a time and place fixed by resolution of the Board.
- (c) Notice of a special general meeting will be issued by electronic or other means, to all Society members at least 14 days prior to the date of the special general meeting. No items other than those identified on the relevant fixed agenda can be voted on at the relevant special general meeting.
- (d) Seventy-five percent of voting members in shall constitute a quorum for the purposes of a special general meeting; however any voting member may, in writing, excuse themselves from attendance at a particular special general meeting and their membership will not be used to calculate quorum for that special general meeting.
- (e) Each voting member present at a special general meeting is entitled to one vote, and proxy votes are prohibited.
- (f) Special general meetings will be chaired by the president who will only cast a vote on a motion or resolution in the event of a tie.

## **7. Board of Directors**

- (a) The business of the Society shall be carried on under the direction of a Board of Directors.
- (b) The Board shall consist of not more than ten and not less than five members elected or appointed directors in accordance with these by-laws.

- (c) Directors elected at an AGM shall serve two year terms commencing on the date of the AGM at which they were elected.
- (d) The election of directors shall, if possible, be staggered so as to provide for the election or re-election of two or more directors at each AGM.
- (e) To be eligible to stand for election to the Board a member:
  - i must have been registered as an active volunteer for two years prior to the election
  - ii must be over the age of 19, and
  - iii cannot be a registered Special Olympics athlete.
- (f) Notwithstanding the above, where the Board has agreed that a particular skill set is urgently required by the Board, the Board may, by a motion passed by a  $\frac{3}{4}$  majority of the sitting directors, waive the section (e) qualifications and authorize an identified candidate's eligibility to stand for election to the Board.
- (g) The Board may appoint, by a motion passed  $\frac{3}{4}$  majority of the sitting directors, a candidate eligible under section (e) or (f) to fill a vacancy on the Board that occurs between AGMs. Any director elected or appointed in accordance with sections (B) or (C) above shall be deemed to eligible to stand for re-election to the Board.
- (h) The Board shall, at the call of the president or at the written request of any three directors, meet a minimum of four (4) times a fiscal year.
- (i) The Board may establish any policies, committees or subcommittees necessary, in the opinion of the Board, to the fulfillment of the Society's objectives.
- (j) The Board will establish and appoint a nominations committee at least sixty (60) days prior to the AGM.
- (k) Directors are encouraged to attend all meetings of the Board and are obliged to request that the Board excuse them from any meeting they are unable to attend.
- (l) Any director who has been absent for three (3) or more meetings in a fiscal year shall automatically be removed from the Board unless the absences were excused by the Board.
- (m) Any director may withdraw from the Board at any time by submitting a notice in writing to the Board.

- (n) The immediate past president is deemed, ex officio, a non-voting member of the Board and may serve as past president for no more than two years.
- (o) No remuneration, except for reasonable out-of-pocket expenses, shall be paid to any director.
- (p) The Board shall appoint from among members at least two directors who shall have signing authority for the Society's bank accounts.
- (q) The Board may appoint an executive director who shall also be one of the signing authorities for the Society's bank accounts.
- (r) The Board may, with a majority vote of at least  $\frac{3}{4}$  of all directors elected to the Board, remove a director from the Board.
- (s) The Board may appoint a registered Special Olympics athlete to sit on the Board for a two-year term.
- (t) A Special Olympics athlete appointed to the Board under 7(s) shall have the same voting rights as an elected Board Member; but shall not be eligible for appointment to more than two consecutive terms.

## **8. Officers of the Board**

- (a) The Board shall elect from among its members a president, vice-president, treasurer and a secretary.
- (b) The officers shall serve a two year term.

## **9. Banking and Finances**

- (a) All monies belonging to the Society shall be deposited with a chartered bank or trust company in the name of the Society or be invested in accordance with the policies established by the Board.
- (b) The Board shall establish policies and procedures for the management of bank accounts and investments and all expenditures must be authorized in accordance with accounting procedures established by the Board.
- (c) At the discretion of the Board, the Society's financial statement may be reviewed by an auditor or auditors appointed by the Board.
- (d) Cheques require the signature of two signing authorities.
- (e) The Society's audited financial statement will be presented to the members at each AGM or as soon as reasonably possible thereafter.

## **10. Fiscal Year**

- (a) The fiscal year of the Society shall end on the 31st of March.

## **11. Records**

- (a) The Society shall prepare and maintain, or cause to be prepared and maintained, a record of all policies, minutes, agreement and directions approved by the Board. The secretary shall ensure that Board records are available for inspection by the Board at all reasonable times.
- (b) The Society shall prepare and maintain, or cause to be prepared and maintained, adequate accounting records. The treasurer shall ensure that accounting records are available for inspection by the Board at all reasonable times.
- (c) The Secretary shall prepare draft minutes of all official meetings and submit the same for approval at the next relevant official meeting.
- (d) The Secretary shall maintain a record of all volunteers who qualify as active volunteers in accordance with Board Policy.
- (e) Subject only to any requirement to protect the personal privacy of individuals, records of the Society shall, upon written request submitted to the Board, be open to the inspection of members in good standing.

## **12. Amendment of By-Laws**

- (a) Subject to the provisions of the *Societies Act*, these by-laws may be rescinded, altered or added to at an AGM of the Society or by extraordinary resolution at a special general meeting of the Society called for that purpose.