

## **NORDIC PEI INC.**

### **CONSTITUTION**

#### **Article 1 Name**

- 1.1 The name of the organization shall be Nordic PEI Inc. (Hereinafter referred to as Nordic PEI or the Organization or the Association).

#### **Article 2 Purposes and Objects**

- 2.1 Nordic PEI shall be a non-profit organization with the purpose of promoting, co-coordinating, regulating and encouraging all aspects of Biathlon and Cross-Country Skiing in Prince Edward Island (the "Province").
- 2.2 The obligations, duties and responsibilities of Nordic PEI shall include the following:
  - 2.2.1 To promote, develop and maintain all aspects of the sports of Biathlon and Cross-Country Skiing in the Province.
  - 2.2.2 To develop and administer policies and programs for Biathlon and Cross-Country Skiing.
  - 2.2.3 To provide education and training programs for athletes, coaches and officials.
  - 2.2.4 To raise funds for the development of volunteer minor sports system in the Province for the sports of Biathlon and Cross-Country Skiing.
  - 2.2.5 To establish standards for safety of athletes participating in Biathlon and Cross-Country Skiing.
  - 2.2.6 To promote and coordinate competitive and non-competitive development of Biathlon and Cross-Country Skiing in the Province, including the governance of clubs, provincial teams and competitive programs.
  - 2.2.7 To sanction Biathlon and Cross-Country Skiing events in the Province.
  - 2.2.8 To encourage adequate representation at regional and national Biathlon and Cross-Country Skiing championships.
  - 2.2.9 To exercise jurisdiction over all matters related to participation of Provincial teams in national or other competitions outside of the Province.
  - 2.2.10 To encourage the organization of local Biathlon and Cross-Country Skiing clubs throughout the Province and to provide assistance, guidance, funding and policy direction to such clubs as further described in the Organization's Policy Manual.

- 2.2.11 To promote and encourage physical fitness and public participation in athletic activities in general, and Biathlon and Cross-Country Skiing in particular.
- 2.2.12 To be the Provincial representative for the sports of Biathlon and Cross-Country Skiing and to serve as a liaison between various levels of government and Biathlon and Cross-Country Skiing in the Province.
- 2.2.13 To accept legacies, gifts, donations and bequests.
- 2.2.14 To have all the powers set out in Part II of 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 at the meeting and eligible to vote 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 and Cross-Country Skiing clubs are left in operation.

## **BY-LAWS**

### **Article 1 Membership**

- 1.1 The subscribers to the Memorandum of Agreement hereto shall be members of Nordic PEI. All further members shall be approved by the Board of Directors.
- 1.2 Each application for membership in Nordic PEI must be accompanied by the annual fee as determined from time to time by the Board of Directors.
- 1.3 The following shall be admitted to membership in Nordic PEI; any individual or club who upholds the objectives of the Organization and contributes to the support of the Organization with an amount to be determined from time to time by the Board of Directors.
- 1.4 Classes of membership may be in accordance with Biathlon Canada and Nordiq Canada national sport organization schemes.
- 1.5 Only individual members in good standing of Nordic PEI aged 16 and over (membership fees paid) shall be entitled to vote at any meeting of the Organization, but there shall be no proxy voting.
- 1.6 Members of Nordic PEI must be members of Biathlon Canada and/or Nordiq Canada.
- 1.7 Members may withdraw from Nordic 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 their membership.
- 1.8 The members may terminate the membership of any member of Nordic 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 Nordic 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 Nordic 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 General 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 Annual General Meetings shall be given in writing to all members of Nordic 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 Annual General Meeting.
- 2.4 Special General Meetings of Nordic 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 General 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 Nordic PEI members shall be necessary to constitute a quorum at all meetings of the membership of the Organization and any member in good standing aged 16 and over 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 Nordic 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 General Meeting of Nordic 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 Nordic 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 Nordic PEI shall preside as Chairperson at every Annual or Special General Meeting of the Organization.
- 2.12.1 If there is no President or if at any meeting they are 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.
- 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 Nordic PEI 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 at the General Meeting.
- 2.17 The authority for rules of order shall be parliamentary procedure.

### **Article 3 Voting**

- 3.1 Every member aged 16 and over 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 who are aged 16 and over voting in favour of the resolution or motion.

#### **Article 4 Governance**

- 4.1 The property and affairs of Nordic PEI shall be administered by a Board of Directors consisting of the following officers:
- 4.1.1 President
  - 4.1.2 Vice-President
  - 4.1.3 Secretary
  - 4.1.4 Treasurer
  - 4.1.5 Directors
    - (i) Director Marketing & Communications
    - (ii) Director Operations & Events
    - (iii) Director Cross-Country
    - (iv) Director Biathlon
  - 4.1.6 Past President
- 4.2 Any member of Nordic PEI, eighteen (18) years of age or older, shall be eligible to be elected a director of Nordic PEI.
- 4.3 Directors shall be elected by members at each ordinary or Annual General Meeting of the Organization.
- 4.4 The President, Secretary, Director Operations & Events, and Director of Biathlon shall be elected at the Annual General Meeting during even years.
- 4.5 The Vice President, Treasurer, Director of Marketing & Communications and Director of Cross-Country shall be elected at the Annual General Meeting during odd years.
- 4.6 The Past President will serve for a term of not less than one (1) year.
- 4.7 Any person who cannot attend the Annual General Meeting and wished to be nominated or selected for an Executive position must signify this willingness in writing.
- 4.8 At the first ordinary or Annual General Meeting of Nordic PEI 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.
- 4.9 In the event that a director resigns his office or ceases to be a member in Nordic PEI, 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.

- 4.10 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.
- 4.11 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. Board meetings may be convened at any time and place in the Province provided that written or verbal notice and the agenda for the meeting be sent three (3) days in advance to each Director. Meetings by conference call may be held where all Directors consent and the communication facilities permit all persons participating in the meeting to hear each other. This notice requirement may be shortened in an emergency upon the verbal agreement of all the Directors. The President may invite such Registered Participants of national sport organization bodies Biathlon Canada or Nordiq Canada, or other persons, to any meeting of the Board.
- 4.12 No business shall be transacted at any meeting of the Board of Directors unless at least a quorum of one-third of the Board of Directors is present at the commencement of such business.
- 4.12.1 The Board of Directors may do business electronically as well but the one-third in number will still be required.
- 4.13 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.
- 4.14 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.
- 4.15 Directors shall not receive any remuneration for their services.
- 4.16 The officers of Nordic PEI shall be a President, a Vice-President, a Treasurer and a Secretary.
- 4.16.1 President
- The President shall preside at all meetings of Nordic PEI and represent the Organization in all matters of external administration. They are an ex-officio member of all other committees. They shall decide upon all voting procedures and shall have a casting vote when necessary. They must call a meeting at the request of 10% of the membership of Nordic PEI. The President may assume the position of Past President at the end of their term of office for a term of one-year.
- 4.16.2 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.

4.16.3 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, give notice of meetings as requested, shall maintain members' registration, and complete club registration with either Biathlon Canada or Nordiq Canada.

4.16.4 Treasurer

The Treasurer shall attend all General, Special and meetings of the Board of Directors, shall be responsible for all Nordic PEI funds, shall see that such funds are deposited in an approved financial institution in the name of Nordic PEI, shall keep a true and accurate account of receipts and disbursements, make all payments after receiving proper authority from Nordic PEI and present properly prepared financial statements at the Annual General Meeting. They shall present financial statements at all meetings of the Board of Directors. They will receive reports from Clubs respecting the financial activity of those Clubs and prepare required financial reporting.

4.16.5 All cheques must be signed by any two of the following officers: President, Vice-President, Secretary and or Treasurer

4.17 The Board of Directors shall appoint such committees, as they deem desirable in the interests of Nordic PEI.

4.18 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 Nordic PEI to the members at the Annual General Meeting. The Board may appoint an auditor.

5.2 The seal of Nordic PEI shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

5.3 Nordic PEI shall have established an appeal process. This process shall be available to any member who considers that a decision of the Organization directly affecting them was made using unfair procedures, or was influenced by bias. The appeal process shall be set down in Nordic PEI's Policy Manual.

5.4 The Board may make policies regarding such issues including but not limited to: gender equity, conflict of interest, harassment, Safe Sport, governance, and financial management. These policies are to be contained in the Organization's Policy Manual.



- 5.5 The Secretary shall file the Organization's 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 The Secretary 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 Nordic PEI 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 Nordic PEI 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 Nordic PEI may be exercised by special resolution of the members.

#### **Article 6 Head Office**

- 6.1 The head office of the Organization shall be at the office of Sport PEI located in Charlottetown, Queens County, or at such other place within the Province as may from time to time be determined at a meeting of the membership.

#### **Article 7 Amendments**

- 7.1 No addition or amendment shall be made in any part of the By-Laws of Nordic 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 Nordic PEI and the membership at least ten (10) days prior to the date of the meeting at which the proposed amendment will be introduced.
- 7.2 The By-Laws may be amended by a two-thirds (2/3) vote of the membership aged 16 and over in good standing and present at such meeting on a resolution or motion duly seconded from the floor of any Annual or Special General Meeting.
- 7.3 Members and Members of the Board of Directors may propose changes to the By-Laws.
- 7.4 Approved changes to the By-Laws shall be put into effect immediately following the Annual General Meeting or the Special General Meeting called for that purpose unless otherwise stated.

**Article 8 Dissolution**

- 8.1 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 or Cross-Country Skiing clubs are left in operation.

**Article 9 Interpretation**

- 9.1 In this Constitution and By-Laws of the Organization, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and associations.

***[signature page follows]***