

Kanata Cross Country Ski Club Constitution

ARTICLE I - NAME

The Club shall be known as the Kanata Cross Country Ski Club. Alternatively, it may be referred to using the shortened form: Kanata Nordic.

ARTICLE II - OBJECT

The object of the Club shall be to encourage and promote cross country skiing through instructional, recreational, training and competitive programs and the development and maintenance of cross country ski trails in the Kanata area of the City of Ottawa.

ARTICLE III - STRUCTURE

The Club shall be a not-for-profit organization based in the Kanata area of the City of Ottawa.

ARTICLE IV – MEMBERSHIP AND AFFILIATION

The Club shall be a member of Cross Country Ski Ontario, and thereby shall be affiliated with Nordiq Canada.

ARTICLE V - DISSOLUTION

In the event of dissolution of the Club it is specially provided that all its remaining assets after payment of liabilities shall be distributed to a club of like character in the National Capital District.

ARTICLE VI – EFFECTIVE DATE

This Constitution shall become effective upon affirmation by a two-thirds majority of the Adult Members present at a General Meeting.

ARTICLE VI - AMENDMENT OF THE CONSTITUTION

This Constitution may be amended by a two-thirds majority of the Adult Members present at a General Meeting or Special Meeting.

Any amendment shall be proposed at least two weeks in advance of such General or Special Meeting, and all members shall be notified of the proposed amendment in a notice of the meeting distributed at least 10 days but not more than 50 days before the General Meeting.

ARTICLE VII - BY-LAWS

The By-Laws of the Club shall be those attached to this Constitution until repealed, amended, or added to. The By-Laws may be repealed, amended, or added to at a Special or General Meeting by a simple majority of the Adult Members present.

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DEFINITIONS

In this by-law, unless the context otherwise requires:

- a) Act means the Ontario Not-For-Profit Corporations Act, 2010,
- b) By-laws means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force,
- c) Executive Committee means the Officers and Coordinators of the Corporation,
- d) President means the President of the Corporation and the Chairman of the Executive Committee.
- e) Corporation and club means the Kanata Cross Country Ski Club which has passed these by-laws under the Act,
- f) Days means days including weekends and statutory holidays.
- g) Coordinator means an individual occupying the position and responsible for a program area,
- h) Member means a member of the Corporation,
- i) Officer means an officer of the Corporation,
- j) Ordinary Resolution means a resolution passed by a majority of the votes cast on that resolution,
- k) Special and Extraordinary Resolution mean a resolution passed by at least 80% of the votes cast on that resolution.

INTERPRETATION

Other than as specified (in section 1.1/above), all terms and conditions contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender shall include all genders.

1 MEMBERSHIP

- 1.1 There shall be 2 classes of members. Adult members are over 18 years of age and may vote on all matters. Youth members are under 18 years of age and may not vote.
- 1.2 Adult Membership: Adult Membership shall be granted to any person 18 years of age or older upon payment of annual dues or program fees for that year, and whose membership has not been terminated by resolution of the executive Committee, by resignation of the member or by any other reason.
- 1.3 Honorary Membership: The Executive Committee may grant Honorary Membership to any person.
- 1.4 Youth Membership Youth Membership shall be granted to any person under 18 years of age upon payment of program fees.
- 1.5 Terms of Membership The interest in the Club of any member is not transferable and ceases upon death of the member or dissolution of the Club. Membership shall run from: The date of payment of annual dues or program fees during the period determined by

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Executive Committee for registration to be open, until August 31st of the following calendar year.

- 1.6 Dues and Fees Annual dues and program fees shall be fixed annually by the Executive Committee.

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2 EXECUTIVE COMMITTEE

- 2.1 Executive Committee: Except as otherwise provided in these By-Laws, the affairs of the Club shall be managed by the Executive Committee.
- 2.2 Composition: The Executive Committee shall consist of four Officers and multiple Coordinators of activities, the number and scope of which shall be determined by the Executive Committee. The four Officers shall be the President, Vice President, Secretary, and Treasurer. All Officers and Coordinators shall be Adult Members.
- 2.3 Past President: The Past President, if not an Officer or a Coordinator, shall be an ex-officio member of the Committee.
- 2.4 Nomination: Any Adult Member may nominate an Adult Member, including him or herself, to stand for election as an Officer or a Coordinator or both. Nominations may be made prior to or at the Annual Meeting by any adult member in good standing. All nominations must be accepted by the nominee before the Annual General Meeting.
- 2.5 Election: The Officers and Coordinators shall be elected at the Annual General Meeting from a list of the Adult Members nominated.
- 2.6 Term: All Officers and Coordinators shall assume their duties within fifteen days of their election and serve until the next annual meeting unless the position is vacated.
- 2.7 Vacation of Office: The office of a member of the Executive Committee shall be vacated upon:
- 2.7.1 resignation in writing to the President or Vice President; or
 - 2.7.2 absence from three consecutive meetings of the Executive Committee without reasonable excuse; or
 - 2.7.3 resolution of the Executive Committee removing the member for cause. Such resolution shall require a vote of not less than two-thirds of the Committee members, at a meeting of the Committee duly called for that purpose; or
 - 2.7.4 No longer meets the qualifications to be a member of the Executive Committee.
- 2.8 Filling a Vacancy: Any vacancy occurring on the Executive Committee, except the office of President, shall be filled by an Adult Member appointed by the Executive Committee. Should a vacancy occur in the office of President, the Vice-President shall become the President for the duration of the term.
- 2.8.1 Coordinator duties can be delegated by the Executive to an administrator, and if the position is vacant, duties may be fulfilled by an administrator role.
- 2.9 Executive Committee Meetings: The Executive Committee shall meet periodically and sufficiently to conduct the business of the Club.
- 2.9.1 The President, or any two members of the Executive Committee, may call an Executive meeting. Notice of such a meeting shall be delivered at least at least 2 days before the meeting, unless the time and location of the meeting were included in the previous meeting and minutes.
- 2.10 Quorum: Five members of the Executive Committee shall constitute a quorum for the transaction of business, provided that in the absence of both the President and the Vice President, so long as five members of the Executive are present, of which one shall be one of the remaining officers, (either the Treasurer or the Secretary), then the Treasurer or Secretary shall serve as Chair of that meeting.

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- 2.11 Prohibition of Compensation or Profit: Executive Committee members shall receive no compensation, either directly or indirectly for acting as such, and shall not receive either directly or indirectly any profit from their office.
- 2.12 Conflict of Interest. If there is a perceived or actual conflict of interest by a Committee member relative to a topic of discussion, that member must declare the conflict and remove themselves from any related discussion or vote on that topic.
- 2.13 Guidance to Executive Committee. Executive Committee members must act honestly and in good faith to serve the best interests of the club; and exercise the care, diligence and skill that a reasonably careful person would exercise in similar circumstances.

3 DUTIES OF OFFICERS OF THE EXECUTIVE

- 3.1 President: The President or a member of the Executive Committee designated by the President shall preside at all meetings of the Club and of the Executive Committee and shall represent the Club on all appropriate occasions.
- 3.2 Vice President: The Vice President shall perform all duties of the President in the absence of or on behalf of the President.
- 3.3 Secretary: The Secretary shall record the proceedings of all meetings of the Executive Committee, in the form of minutes, which shall be read for approval at the subsequent meeting. The Secretary shall also be responsible for the general correspondence of the Club and for maintaining a file thereof.
- 3.4 Treasurer: The Treasurer shall keep and maintain full accounts of all receipts and disbursements in books belonging to the Club, provide an annual budget, provide financial advice and keep deposits of Club funds. The Treasurer shall provide a detailed report at the annual general meeting and report the financial state to executive committee as necessary.

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4 ARTICLE 4 - BUSINESS OF THE CLUB

- 4.1 Fiscal Year: The fiscal year of the Club shall be from April 1st in any calendar year to March 31st of the following year.
- 4.2 Execution of Documents: Contracts, documents or any instrument in writing requiring the signature of the Club shall be signed by the President, or the Vice President on behalf of the President, and one other member of the Executive Committee. All contracts, documents and instruments in writing so signed shall be binding upon the Club.
- 4.3 Annual Budget: The Treasurer shall prepare an annual budget to be approved by the Executive Committee.
- 4.4 Limits on Expenditures: Club funds shall only be used to further the object of the Club. Any proposed expenditure from reserves that would exceed the amount budgeted for such an expenditure shall be approved in advance by the Executive Committee. Any proposed expenditure that would exceed \$10,000.00 shall be approved in advance by the membership at a Special or General Meeting. Notice of such proposed expenditure shall appear in the Notice of the Meeting.
- 4.5 Financial Statement: The Treasurer shall prepare a financial statement to be presented at the Annual General Meeting. Depending on the provincial requirements and club's financial position, the financial statement shall be accompanied by a report of an audit or review engagement conducted on the financial affairs of the club.

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5 ARTICLE 5 - MEETINGS

- 5.1 Conduct of Meetings: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the Constitution and these By-Laws.
- 5.2 Special Meetings: A Special Meeting of the Club may only be called by the Executive Committee. The Executive Committee shall call a Special Meeting at the signed request of at least twelve Adult Members.
- 5.3 Annual General Meeting: The Annual General Meeting of the Club shall be held before May 31st in each fiscal year, at a place and time to be decided by the Executive Committee.
- 5.4 Notice of Meeting: Notice of the Annual General Meeting or any Special Meeting shall be made to all Club members at least ten days and not more than fifty days prior to its scheduled occurrence. Acceptable forms of notice shall be an e-mail to all members or an announcement on the Club website. The Notice of the Meeting shall provide a brief summary of any intent to repeal, amend, or add to the Constitution or By-Laws.
- 5.5 No error or accidental omission in giving notice of any meeting shall invalidate the meeting or any proceedings taken at the meeting.
- 5.6 Quorum: The quorum for the Annual General Meeting or a General Meeting shall be eight Adult Members, of which at least five must be members of the Executive Committee.
- 5.7 Voting of Members: Each Adult Member present at a meeting shall have the right to exercise one vote. Every motion shall be determined by a majority of votes unless otherwise specifically provided by statute, by the Constitution, or by these By-Laws. Votes shall be taken by a show of hands, unless any member demands a written ballot which shall be taken in such manner as the chair of the meeting shall direct. If there is a tie vote, the motion is lost. Special or extraordinary resolutions must be passed by at least 80% of the votes cast.
- 5.8 Participation by Electronic Means at Members' Meetings Participation at Meetings of Members may be by telephonic, electronic, or other communication method as determined by the Board. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the club has made available for that purpose. If the Executive Committee calls a Meeting of Members, they may determine that the meeting shall be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting and to vote.

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6 ARTICLE 6 - INDEMNIFICATION OF EXECUTIVE COMMITTEE

- 6.1 No Executive Committee member, Officer or committee member of the Corporation is liable for the acts, neglects of any other Executive Committee member, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the resolution of the Executive Committee or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested in or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or for which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust, provided that they have:
- 6.2 complied with the Act and the Corporation's articles and By-laws; and
- 6.3 exercised their powers and discharged their duties in accordance with the Act.

7 FORMER BY-LAWS

- 7.1 Repeal and Replacement: Effective upon the approval of these By-Laws, all other By-Laws are repealed and replaced by these By-Laws.

By-Laws updated following the Annual General Meeting of May 15th, 2023.

Signed,