**Bylaws of**

**The Sport Parachute Association of Saskatchewan, Incorporated (INC.)**

**Revision 0 – 1977**

**Revision 1 – January 2017**

**Revision 2 – April 2021**

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**ARTICLE 0 GENERAL**

* 1. These By-laws relate to the general conduct of the affairs of The Sport Parachute Association of Saskatchewan, Incorporated (INC.).
	2. Definitions – The following terms have these meanings in these By-laws:
		1. *Act* – the *Non-Profit Corporations Act, 1995* or any successor legislation
		2. AGM – Annual General Meeting.
		3. *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
		4. *Board* – the Board of Directors of the Corporation.
		5. *Corporation* – The Sport Parachute Association of Saskatchewan.
		6. *Days* – days including weekends and holidays.
		7. *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
		8. *Member Proposal* – A Member Proposal, submitted to the Corporation at least ninety (90) days before the anniversary date of the previous Annual Meeting, must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). A Member Proposal may not be substantially similar to Member Proposal that was proposed at a meeting of the Members in the past two calendar years.
		9. *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
		10. *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.
		11. *Affiliate Member* – A “Centre” shall be an incorporated commercial operator registered in Saskatchewan. The Centre must lease or own an aircraft, have a place of operation (regular location), must have the intention of training students, and will fall into a certain membership category which will be reviewed annually by the Board of SPAS; and A “Club” shall be a registered Society pursuant to the laws of Saskatchewan.
	3. The registered office of the Corporation will be located within the Province of Saskatchewan.
	4. The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board
	5. The Corporation will be carried on without the purpose of material gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
	6. Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
	7. Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
	8. Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

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# **Article 1: Name**

* 1. The name of the Association shall be the “Sport Parachute Association of Saskatchewan”, also known as “SPAS” or the “Association”.

 **Article 2: Objectives of the Association**

* 1. The objectives of SPAS shall be:
		1. To foster the growth and development of the sport of parachuting throughout the Province of Saskatchewan, and to formulate policies which are consistent with this objective;
		2. To promote the sport of parachuting in Saskatchewan;
		3. To encourage and promote amateur games and development exercises;
		4. To promote championship competition at all levels;
		5. To promote parachuting activities and aid in the expansion of knowledge regarding the sport of parachuting;
		6. To promote a united front for representation at the national level;
		7. To promote safety of parachuting in the province of Saskatchewan.
		8. To produce and maintain an informative website accessible to the public;
		9. To acquire, by purchase or otherwise, all needed equipment for proper use of the Association’s objective; and continuation of the sport;
		10. To sell, manage, lease, dispose of or otherwise deal with property of SPAS;
		11. To organize, promote, and carry out an annual provincial competition;
		12. To promote and encourage programs to advance and to help facilitate the training of certified Coaches and Instructors in the Province.

# **Article 3: Membership in the Association**

* 1. Membership in SPAS is broken into 2 categories. Voting and Nonvoting. Membership will be open to individuals who apply for membership and meet the following requirements:

3.1.1 Voting Are members in good standing with the Canadian Sport Parachuting Association (hereafter referred to as “CSPA”)and

* + 1. Have been trained at an CSPA or FAI affiliated centre.

3.1.3 Nonvoting members do not meet the requirements as noted in 3.1.1 and 3.1.2 but have still paid a membership.

* 1. Obligations of all members of SPAS shall be to:
		1. Abide by the by-laws, policies, procedures, and rules of SPAS.

* + 1. Pay membership fees;
		2. To remit any debts owing to the Association.
	1. Membership in SPAS shall be from date of approval of membership to December 31 of the current year and members must renew every calendar year (January 1 - December 31) to retain status as a member. Every person must be a member-in good standing to vote at members meetings.
		1. Membership fees will be an annual flat rate approved by membership vote at a members meeting, typically the AGM.
	2. The rights and privileges of voting members of SPAS shall include:
		1. The right to possess one (1) vote in any members meeting;
		2. The right to hold office in the Board of Directors (hereinafter referred to as the “Board”) of SPAS, after having been a Saskatchewan resident for a minimum period of six (6) months;
		3. The right to inspect the books and records of SPAS after giving seven (7) days written notice of request to the Board; and
		4. The privilege to benefit from programs and competitions sponsored or sanctioned by SPAS.
	3. Any person may have membership in SPAS denied, suspended, or may be expelled by a two-thirds (2/3) affirmative vote of the Board. The Board must provide written reasons for expulsion. There will no be return of membership fees if a member is suspended or expelled.
	4. Any member may withdraw from membership in SPAS by giving written notice of such intention to the BOD of SPAS. Such withdrawal shall take effect upon receipt by the Association of such notice. Those members who withdraw membership shall no longer be entitled to the rights and privileges of the Association but shall be held liable for any debts owing to the Association, there will no be return of membership fees if member withdraws membership.
	5. A member will be in good standing provided that the member:
		1. Has not ceased to be a Member.
		2. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
		3. Has completed and remitted all documents as required by the Corporation;
		4. Has complied with the By-laws, policies, procedures and rules of the Corporation;
		5. Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
		6. Has paid all required membership dues.

3.8 Members are considered in good standing for the AGM, if they were in good standing during the calendar year for which the AGM is being held.

3.9 Members that cease to be in good standing, as determined by the Board, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

# **Article 4: Meetings of the Association**

* 1. Annual General Meeting (“AGM”)
		1. SPAS shall hold an AGM within fifteen (15) months of the previous AGM and within four months of the Association’s fiscal year end;
		2. Notice of an AGM shall be made available to the membership at least fifteen (15) days but no more than Fifty (50) days in advance through electronic distribution or mail; and *(The Non-profit Corporations Act, 1995 – 125(1))*
		3. The SPAS AGM shall be hosted at any location at the discretion of the Board. SPAS may also offer a digital platform for members to attend remotely. *(The Non-profit Corporations Regulations, 1997 – 13.01)*

* 1. Special Meetings
		1. A Special General Meeting of the membership of SPAS may be called by a 50% plus 1 majority decision of the Board or by a written petition of 10 of the voting members; and
		2. Notice of a Special General Meeting of the membership shall be made available to the members at least fourteen (14) days in advance of the meeting.

* 1. The accidental omission to give notice or the non-receipt of notice of a members meeting by any member shall not invalidate the proposed meeting.
	2. At all Special and Annual General Meetings of the Association, a quorum shall consist of 5 voting members not including voting members who make up the Directors of the Board.
	3. Board of Directors Meetings
		1. The Board shall meet at least six (6) times during the year and as the need arises. Meetings shall be called by the President or at least two (2) Directors. Members of the Board shall be given at least four (4) days written notice or at least three (3) days notice by telephone or electronic mail (email) or text message or by such other means the Board members unanimously agree upon, or such lesser period of notice as long as all Board members unanimously agree. Any notice by the Board of any meeting shall specify the general nature of the business to be transacted and the commencement and adjournment time of the meeting. Meeting minutes will be shared after the meeting and be saved for future reference. The Board may meet in person or by teleconference means in such a manner that permits each Director to participate fully in the meeting.

* 1. Chairperson
		1. The President shall preside at all meetings of the Board unless the President designates another individual to chair such meeting. The President shall preside and maintain order and decorum, and may limit debate or discussion. In the absence or incapacity of the President, the Vice-president shall call the meeting to order and preside over it.
	2. Quorum

4.7.1 A quorum at a meeting of Directors is the minimum number of directors required to be present to enable a meeting to conduct its business. A quorum must be present throughout the entire meeting, or the meeting cannot proceed. If at any meeting a quorum is not present or does not remain in attendance, the chairperson must adjourn the meeting and announce the time, place and date at which it will re-convene. The minimum number to constitute a quorum of the Board is three (3) Directors, two (2) of whom must Affiliate Members*.*

# **Article 5: Voting**

* 1. As provided in the rights of membership, each Regular Member in good standing is entitled to one (1) vote at meetings of members either in person, or by proxy.
		1. The notice of proxy must be in writing or in electronic form and must include the date of meeting, place of meeting, identity of both the carrier of the proxy and the member for which the proxy represents; and
		2. The notice of proxy must be presented to the Board prior to the commencement of the meeting.
	2. All voting at meetings will be by show of hands, orally, or written unless, by the request of at least five (5) voting members, the Chairperson of the meeting may hold a secret ballot on any issue.
	3. In all affairs of the Association, except those otherwise stated within, a count of “In Favor, Opposed or Abstained” must be recorded for voted items.
	4. Every voting Member may appoint a proxy holder to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:
1. Be signed by the Member giving the proxy;
2. Be in a form that complies with the Act;
3. Comply with the format stipulated by the Corporation; and
4. The notice of proxy must be presented to the Board prior to the commencement of the meeting.
5. The notice of proxy must be in writing or in electronic form and must include the date of meeting, place of meeting, identity of both the carrier of the proxy and the member for which the proxy represents.

5.4.1 A proxy holder will only hold a maximum of four (4) proxies.

* 1. Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

# **Article 6: Board of Directors**

* 1. The Board of Directors (the “Board”) is comprised of the directors, who shall meet regularly and manage the association's affairs on behalf of the members.
	2. The Board of SPAS shall consist of between 5 and 9 Directors. Three (3) Directors shall be the President, Vice-President/Secretary and Treasurer who are elected by the voting members at the AGM. The remaining director positions will be made of voting members, two (2) of whom are designated to represent the Affiliate Memberships.

* 1. The Board shall have the power to conduct all the ongoing business and affairs of the Association at their own discretion, in accordance with the directives of the general membership and the bounds of the by-laws of the Association.
	2. Other than the three elected Directors, each Director shall represent one (1) Affiliate membership of active parachuting whose athletes wish to support SPAS. The number of Affiliate Memberships that will be allowed to have a representative Director shall be defined and ratified at each AGM of SPAS.
	3. There shall be no more than six (6) Affiliates in the Province of Saskatchewan. Those Clubs and Centres defined that are inactive in parachuting or which do not wish to participate in SPAS shall not be represented.
	4. Election of Officers:
		1. The President, Vice-President/Secretary and Treasurer also known as the directors shall be elected at the AGM, by the members in good standing either in person or by proxy. Nominations for these positions can be made by members in person, by proxy or by self nomination;
		2. The term of office of each elected member of the Board shall end upon the calling of nominations for each representative position for the next year’s Board at the AGM. The President of the previous Board shall continue to chair the AGM until its adjournment.
		3. No one individual shall hold a position for more than ten (10) consecutive years, unless voted in at the AGM if there are no other nominations for that position.
		4. The term of elected board members will be a minimum of two (2) years and shall follow a staggered election format. The intent is to ensure overlap of at least one board member year over year. See Note below for clarification with the staggered election format.

6.6.4.1 Section 6.6.4 shall be adopted when bylaws are ratified as per Section 13.1.

Note: Only 1 elected position at a time will hold a two (2) year term. The staggered election format shall follow the following rotating format, President, Vice-President/Secretary, Treasurer. Upon started the 2nd year holding an elected position, the next elected position shall be offered as a two (2) year term. This should be noted in the agenda for the AGM to allow members to know the duration of time they would be holding an elected position for.

* + 1. Any elected officer may terminate their position on the board via written reasoning.

* 1. Between Board elections at each AGM, the Board shall appoint any SPAS member to fill any vacancy in their numbers if it is deemed necessary for the remainder of the vacant position’s term.
	2. Any member of the Board may be expelled by the Board for proven gross misconduct, breach of trust, or failure to fulfill the duties of their office by way of ordinary resolution of the voting members at a meeting of members.
	3. All Board members shall have one (1) vote.

# **Article 7: Duties of the Directors**

* 1. The President
		1. Subject to the authority of the Board, the president shall be charged with the general management and supervision of the affairs and operation of the association. The President shall be the chief executive officer of the Association;
		2. The President shall act as Chairman at all meetings of the Association;
		3. The President, or their appointed delegate, shall represent the Association with its dealings with all other agencies, associations, and levels of government.
		4. The President shall ensure that all resolutions passed by the membership or the Board be carried out. In an emergency, the President may act on behalf of the Association without the consent of the Board or the membership, providing notice and agreement of at least 2 other directors concur. The President shall notify the members of the Board of any such actions within seven (7) days.

* 1. The Vice-President/Secretary
		1. Shall assist the President, and in the absence or incapacity of the President, shall preside and perform the duties of that office. If the President cannot complete the term of office for any reason, the Vice-President/Secretary automatically becomes Acting President for the balance of the term unless otherwise decided by a majority vote of the board. If Vice-President/Secretary cannot assume the role of Acting President, the Board shall vote on a replacement from elected Officers for that position, which must be ratified at the following AGM; and
		2. The Vice-President/Secretary will perform such additional duties as directed by the Board from time to time.
		3. The Vice-President/Secretary shall attend and be responsible for recording the minutes of all Board meetings, annual general meetings (“AGM”), general meetings and special meetings and shall publish them to the Board, committees, clubs and others as directed by the Board. The Vice-President/Secretary shall be responsible for recording of the minutes of all meetings of the Association and ensure they are up to date; and
		4. In the absence of the Vice-President/Secretary at meetings of the Association, the President shall appoint a recorder of the minutes and ensure they are delivered to the Treasurer for documentation and dispersal.

* 1. The Treasurer
		1. The Treasurer shall keep full and accurate accounts of all receipts and disbursements and deposit all monies in the name or to the credit of the association. The Treasurer shall render to the Board at its regular meetings and to the membership at the annual general meetings, an up-to-date account of same;
		2. The Treasurer shall be primarily responsible for carrying out the financial matters of the Association and shall keep clear financial records of all revenues and expenditures, and file all bills, receipts, and vouchers in good order;
		3. The Treasurer shall be prepared to give interim financial statements of SPAS at AGM and Board Meetings of the Association and be able to open the books for inspection by the Board; and
		4. The Treasurer shall be responsible for preparing the financial statements required for next year’s Grant Profile Submission.
	2. Affiliate Directors
		1. Affiliate Directors shall be responsible for representing the members of their respective Club or Centre and protect their best interests in all matters of the Association; and
		2. Should a Affiliate Director be unable to attend a meeting of the Association; the Directors may appoint a representative to the meeting.

* 1. Bill of Rights: Board of Directors
		1. Every Director is entitled to full information on all matters pertaining to the association. A Director shall be indemnified and saved harmless by the Association against all liabilities, claims, costs and expenses properly incurred in respect to the affairs of the Association and in respect of any action, suit or proceeding against the member for any act or matter made, done or permitted by the member in the proper execution of the affairs of the Association, except when occasioned or caused by dishonesty, willful neglect or default.

# **Article 8: Finances of the Association**

* 1. The Treasurer will be primarily responsible for the financial operations of the Association, as described in Article 7.3.
	2. The Association shall prepare an Annual Financial Statement and Review for presentation to the membership at the Annual General Meeting and must have a copy submitted to the Saskatchewan Registrar of Companies (ISC) within thirty (30) days after the AGM. *(ISC Webpage - Maintain a Non-Profit Corporation)*
	3. Auditors shall be appointed by the voting members vote each year at the AGM. Auditors must be a professional Chartered Accounting firm.
	4. The fiscal year of the Association shall be from February 1 to January 31.
	5. All monies received by or on behalf of the Association shall be deposited into the account of SPAS, that shall be housed at a Government approved financial institution.
	6. Under normal circumstances disbursements of the Association shall by made by cheques or by electronic money transfer both of which must be approved by combination of two (2) Officers .
	7. The Board may, with the approval of the membership by vote at an annual general meeting or a general meeting, borrow funds for the benefit of the Association and its further development.
	8. Unless authorized by the Board, no member of the Association shall receive remuneration for services rendered.

# **Article 9: Amendments to the By-Laws**

* 1. Any amendment to the by-laws of SPAS must be made by ordinary resolution of the members.
	2. A member may make a member proposal to amend the By-laws at an annual general meeting provided that this proposal is submitted to the Board at least thirty (30) days before the anniversary of the previous annual general meeting of the members.
	3. Amendments to the By-laws proposed by the Board, as well as member proposals to amend the By-laws that have been received by the Association, must be distributed to the members along with notice of the annual general meeting.
	4. The accidental omission to give notice or the non-receipt of notice of Special Resolutions by any member shall not invalidate the proposed special Resolution. Following adoption of amendments to the by-laws of SPAS, the Saskatchewan Registrar of Companies must be notified within twenty-one (21) days of all changes.
	5. Regulations
		1. A regulation may be made at an annual general meeting or general meeting upon a vote of the majority of the members, with proxies permitted. A regulation may be made by a decision of the majority of the Board at two (2) successive meetings but in such event shall only have effect until the next AGM or general meeting at which it must be ratified by a majority vote of the members.

# **Article 10: Dissolution of the Association**

* 1. Upon dissolution of the Association, and after payment of all outstanding debts of the Association, all remaining assets shall be liquidated, and the assets be distributed evenly amongst existing member clubs for the use of promoting skydiving in Saskatchewan.

**Article 11: Indemnification**

The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation’s request in a similar capacity.

* 1. The Corporation will not indemnify a Director or any individual who acts at the Corporation’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:
		1. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
		2. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
	2. Insurance – The Corporation will always maintain and in force Directors and Officers liability insurance.

**ARTICLE 12 FUNDAMENTAL CHANGES**

* 1. Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:
		1. Change the Corporation’s name;
		2. Add, change or remove any restriction on the activities that the Corporation may carry on;
		3. Create a new class of Members;
		4. Change a condition required for being a Member;
		5. Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
		6. Add, change or remove a provision respecting the transfer of a membership;
		7. Increase or decrease the number of, or the minimum or maximum number of, Directors;
		8. Change the purposes of the Corporation; or
		9. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed.
1. Should any membership category not, by Special Resolution, approve a special class vote on a fundamental change as described in the Act, the issue is defeated.

**ARTICLE 13 ADOPTION OF THESE BY-LAWS**

* 1. These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on April 18th 2021.
	2. In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

# **Revisions and Alterations**

**Revisions 0** – Original Written Copy,1977

**Revision 1** – Written Copy transposed into digital format, 2016

**Revision 2** – Amendments made to bylaws as follows. 2020

**3.7** Addition - Board must provide written reasoning for reason noted above. There will no be return of membership fees if a member is expelled.

**3.8** Addition - there will no be return of membership fees if member withdraws membership.

**4.1.2** Change to fifteen (15) days vs (30) but no more than fifty (50)

**4.1.3** Addition - SPAS will also offer a digital platform for members to attend remotely.

**4.4** Change - of 5 members not including members of the Board vs of twenty five percent (25%)

**4.5.1** Change - The Board shall meet at least six (6) vs three (3)

**5.1** Addition – Added “remotely”

**5.3** Change – “majority” to a count format.

**6.2** Change - 5 Directors total. 3 Directors shall be also named Officers, a President, a Vice President/Secretary, a Treasurer, and no less than two (2) and no more than six (6) directors/club representatives. (Wording changes and clarifications)

**6.7.1** Addition – Self Nomination and definition of Officers.

**6.7.4** Addition - unless voted in at the AGM if there are no other nominations for that position.

**7.2** Change – Moved roles of Secretary from Treasure to Vice President

**8.6** Addition – added “electronic money transfer”