

# Manitoba Wheelchair Sports Association (MWSA)

## BYLAWS AND CONSTITUTIONS

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# **By-Laws and Constitution**

MANITOBA WHEELCHAIR SPORT ASSOCIATION  
ADOPTED JUNE 2014

# Table of Contents

## Constitution

1)	Name of the Association	Pg. 6
2)	Purpose	Pg. 6
3)	Objective of the Association	Pg. 6
4)	Activities	Pg. 6
5)	Offices of the Association	Pg. 6

## By-Law I: General

1.01	Inclusive Language	Pg. 7
1.02	Internal By-Law Consistency	Pg. 7
1.03	Political, Religious Neutrality	Pg. 7
1.04	Discrimination	Pg. 7

## By-Law II: Definitions

2.01	Act	Pg. 7
2.02	Ad-Hoc Committee	Pg. 7
2.03	Auditor	Pg. 7
2.04	Board	Pg. 7
2.05	Constitution	Pg. 8
2.06	Director	Pg. 8
2.07	Member	Pg. 8
2.08	MWSA	Pg. 8
2.09	Officer	Pg. 8
2.10	Special Resolution	Pg. 8
2.11	Registrar	Pg. 8

## By-Law III: Membership

3.01	Types of Membership	Pg. 8
3.02	Qualifications for Membership	Pg. 9
3.03	Members in Good Standing	Pg. 9
3.04	Membership Fees	Pg. 9
3.05	Admission of Individual, Club, and Affiliate Members	Pg. 9
3.06	Admission of Honorary Life Members	Pg. 9
3.07	Voting Rights of Members	Pg. 10
3.08	Withdrawal of Membership	Pg. 10
3.09	Suspension and Termination of Membership	Pg. 10
3.10	Procedure for Suspension of Membership	Pg. 10
3.11	Procedure for Termination of Membership	Pg. 10
3.12	Notification of Suspension and Termination	Pg. 11

By-Law IV: Meetings of the Membership

4.01	Types of Meetings .....	Pg. 11
4.02	Date of an Annual General Meeting .....	Pg. 11
4.03	Agenda for the Annual General Meeting .....	Pg. 11
4.04	First Notice of the Annual General Meeting .....	Pg. 11
4.05	Deadline for Submitted Items .....	Pg. 11
4.06	Emergency Items .....	Pg. 12
4.07	Final Agenda of the Annual General Meeting .....	Pg. 12
4.08	Special General Meetings .....	Pg. 12
4.09	Date of the Special General Meeting .....	Pg. 12
4.10	Notice of the Special General Meeting .....	Pg. 12
4.11	Quorum at the General Meeting .....	Pg. 12
4.12	Voting .....	Pg. 12
4.13	Voting Power at a General Meeting .....	Pg. 12
4.14	Procedures .....	Pg. 13

By-Law V: Board of Directors

5.01	Composition of the Board .....	Pg. 13
5.02	Ex-officio Member .....	Pg. 13
5.03	Powers of the Board of Directors .....	Pg. 13
5.04	Term of Office .....	Pg. 13
5.05	Vacancy on the Board .....	Pg. 13
5.06	Resignation .....	Pg. 14
5.07	Removal from Office .....	Pg. 14
5.08	Remuneration .....	Pg. 14
5.09	Conflict of Interest .....	Pg. 14

By-Law VI: Duties of the Board of Directors

6.01	Supervisory Role .....	Pg. 14
6.02	Membership .....	Pg. 14
6.03	Appeals .....	Pg. 14
6.04	Appointment/Employment .....	Pg. 14
6.05	Administration of the MWSA .....	Pg. 15
6.06	Income Requirement .....	Pg. 15
6.07	Establish MWSA Regulations .....	Pg. 15
6.08	Financial Reporting to the Membership .....	Pg. 15
6.09	Financial Duties .....	Pg. 15
6.10	Financial Control .....	Pg. 15
6.11	Public Relations/Marketing .....	Pg. 15
6.12	Reporting to the Membership .....	Pg. 15
6.13	Representatives of the MWSA .....	Pg. 15
6.14	Reasonable Rate of Expenses .....	Pg. 15
6.15	Competitions .....	Pg. 15
6.16	Ratification of Directors to Standing Committees .....	Pg. 16

By-Law VII: Officers of the Board

7.01	Officers of the Board .....	Pg. 16
7.02	Responsibilities of the President .....	Pg. 16
7.03	Responsibilities of the Vice-President .....	Pg. 16
7.04	Responsibilities of the Treasurer .....	Pg. 16
7.05	Responsibilities of the Chairpersons of the Standing Committees.....	Pg. 16

By-Law VIII: Meetings of the Board of Directors

8.01	Number of Meetings .....	Pg. 17
8.02	Meeting Procedures .....	Pg. 17
8.03	Chair of the Meeting .....	Pg. 17
8.04	Quorum .....	Pg. 17
8.05	Telephone Meetings .....	Pg. 17

By-Law IX: Election to the Board of Directors

9.01	Eligibility to be Nominated .....	Pg. 17
9.02	Call for Nominations .....	Pg. 17
9.03	Deadline for Nominations .....	Pg. 17
9.04	Notification to Membership of Nominations .....	Pg. 18
9.05	Suspension of Nomination Procedure .....	Pg. 18
9.06	Nomination Procedure after being Suspended .....	Pg. 18
9.07	Elections Commission .....	Pg. 18
9.08	Election of Directors .....	Pg. 18
9.09	More than Four Positions Open .....	Pg. 18
9.10	Voting .....	Pg. 18
9.11	Acclamations .....	Pg. 18
9.12	Voting Tabulation .....	Pg. 19
9.13	Declaring a Winner .....	Pg. 19
9.14	Equality of Votes .....	Pg. 19
9.15	Elections Report .....	Pg. 19

By-Law X: Committees of the Board

10.01	Standing Committee .....	Pg. 19
10.02	Ad-Hoc Committee .....	Pg. 19
10.03	Executive Committee .....	Pg. 19
10.04	Committee Members.....	Pg. 19
10.05	Vacancy .....	Pg. 20
10.06	Removal .....	Pg. 20

By-Law XI: Finances and Management

11.01	Fiscal Year .....	Pg. 20
11.02	Remuneration .....	Pg. 20
11.03	Financial Statements.....	Pg. 20
11.04	Signing Authority .....	Pg. 20
11.05	Borrowing .....	Pg. 20
11.06	Auditor .....	Pg. 20

11.07	Books and Records .....	Pg. 20
11.08	Executive Director .....	Pg. 21
11.09	Employees .....	Pg. 21
<u>By-Law XII: Indemnification</u>		
12.01	Shall Indemnify .....	Pg. 21
12.02	Shall Not Indemnify .....	Pg. 21
12.03	Insurance .....	Pg. 21
<u>By-Law XIII: Notice</u>		
13.01	Written Notice .....	Pg. 21
13.02	Days .....	Pg. 21
13.03	Error in Notice .....	Pg. 21
<u>By-Law XIV: Dissolution</u>		
14.01	Dissolution .....	Pg. 22
<u>By-Law XV: Amendment of By-Laws</u>		
15.01	Special Resolution .....	Pg. 22
15.02	Notice .....	Pg. 22
15.03	Registration .....	Pg. 22
<u>By-Law XVI: Adoption of By-Laws</u>		
16.01	Ratification by Members .....	Pg. 22
16.02	Repeal of Prior By-Laws .....	Pg. 22
16.03	Enactment of By-Laws .....	Pg. 23

## **Constitution**

### **1) Name of the Association**

The Association shall be known as the Manitoba Wheelchair Sport Association Inc, which shall hereinafter be referred to as MWSA.

### **2) Purpose**

These By-Laws relate to the general conduct of the affairs of the Manitoba Wheelchair Sport Association, a non-for-profit Association incorporated under the Manitoba Corporations Act.

### **3) Objectives of the Association**

The objectives of the MWSA are to:

- a) promote and encourage participation in all sports under its jurisdiction
- b) develop and execute programming for athletes of all levels
- c) coordinate the development of athletes, coaches, officials, volunteers, and administrators for all sports under its jurisdiction
- d) improve fitness and instill leadership, sportsmanship, and teamwork qualities in disabled and able bodied athletes in Manitoba
- e) identify and maximize athletic potential through the long term athlete development stages – including developing national and international caliber athletes.
- f) partner with other sport associations to expand the ability of MWSA to promote, develop, and execute programming and athlete development
- g) increase public awareness regarding the role of MWSA and the sports under its jurisdiction
- h) increase awareness of the potential of persons with a physical disability
- i) establish and enforce rules and regulations governing competitions within the jurisdiction of the provincial sport governing body
- j) generate revenue as required for the continuation of MWSA programming

### **4) Activities**

The activities of the Manitoba Wheelchair Sport Association shall be carried out without purpose of financial gain for its Members, and any profits earned by the Manitoba Wheelchair Sport Association shall be used for promoting its objectives

### **5) Offices of the Association**

- a. The Head Office of MWSA shall be located in the City of Winnipeg, in the Province of Manitoba, at the place therein where the business of MWSA may be carried out.
- b. MWSA may establish such other offices and agencies at such locations, as it deems expedient.

# **By-Laws**

## **By-Law I: General**

### **1.01 Inclusive Language**

Wherever necessary throughout these By-Laws, the use of the singular term will include the plural terms and the use of the plural terms will include the singular term.

### **1.02 Internal By-Law Consistency**

After each By-Law change is effected, the various By-Law reference numbers, Table of Contents, and any other references within these By-Laws that have been altered as a result of said change may be altered so as to be accurate without needing the formal approval of the Board of Directors or an Annual General Meeting. These changes shall not be made if they alter the meaning or intent of these By-Laws in any fashion.

### **1.03 Political, Religious Neutrality**

MWSA shall maintain absolute political and religious neutrality.

### **1.04 Discrimination**

MWSA shall not tolerate any form of discrimination, inclusive but not limited to ancestry, nationality, ethnicity, religion, age, sex, gender identity, sexual orientation, marital or family status, source of income, political belief, social disadvantage, and physical or mental disability, and/or their characteristics or circumstances as outlined in the Manitoba Human Rights Code.

## **By-Law II: Definitions**

### **2.01 Act**

The Manitoba Corporations Act

### **2.02 Ad-hoc Committee**

Any committee, other than a Standing Committee, established by the Board to perform a certain task

### **2.03 Auditor**

An individual/organization appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the MWSA for a report to the Members at the next Annual General Meeting. The Auditor shall not be an Employee or a Director of the MWSA.

### **2.04 Board**

The elected Board of Directors of the MWSA.



**2.05 Constitution**

The Constitution of the MWSA, as filed with the Registrar and comprising a statement of the MWSA's purpose

**2.06 Director**

An individual member elected or appointed to serve on the Board of Directors pursuant to these By-Laws.

**2.07 Member**

Shall include all categories of membership pursuant to these By-Laws

**2.08 MWSA**

Mean the Manitoba Wheelchair Sport Association Inc.

**2.09 Officer**

An individual elected or appointed to serve as an Officer of the MWSA pursuant to these By-Laws.

**2.10 Special Resolution**

A resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given.

**2.11 Registrar**

The Manitoba Registrar of Companies, or any successor or replacement agency.

**By-Law III: Membership**

**3.01 Types of Membership**

**a) Individual Membership**

Individual Membership is for any member who is the age of eighteen (18) or over, and who has paid their dues as prescribed within these By-Laws and by the Board of Directors.

**b) Club Membership**

A club may apply to the Board of Directors for membership under MWSA to represent a specific sport/club that is established by individual members of the association.

**c) Affiliate Membership**

Any advisory, consultative, or educational organization concerned or involved with wheelchair sports in Manitoba, except government agencies and organization who main objective is commercial gain, shall be eligible to apply to the Board of Directors for affiliate membership in the MWSA.

- d) **Honorary Life Membership**  
The membership, upon resolution at an Annual General Meeting, may grant membership to individuals who have made an extra-ordinary contribution to the MWSA.
- e) **Junior Membership**  
Junior Membership is for any members who are seventeen (17) years of age or younger and who has paid their dues as prescribed within these By-Laws and by the Board of Directors.

### **3.02 Qualifications for Membership**

Any individual who supports the purposes of the MWSA is eligible to be a Member.

### **3.03 Members in Good Standing**

A Member of the MWSA shall be in good standing provided that the Member:

- a) owes no outstanding fees or other debts to the Association;
- b) has not ceased to be a Member;
- c) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him/her
- d) has complied with the Constitution, By-Laws, rules and regulations of the Association; and,
- e) has fulfilled all terms and conditions of any disciplinary action.

Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Member has met the definition of good standing set out above.

### **3.04 Membership Fees**

The Board of Directors shall determine the Association membership fees annually. Memberships excluded from these fees are:

- a) Club Memberships
- b) Honorary Life Memberships

### **3.05 Admission of Individual, Club, and Affiliate Members**

An individual, club or affiliate membership shall be approved:

- a) once they have made a written application to the Board of Directors in the form prescribed by the Board of Directors to the Head Office.
- b) they have been approved as a Member by the Board of Directors
- c) they have paid membership dues as determined by the Board of Directors

### **3.06 Admission of Honorary Life Members**

An individual shall be approved for an Honorary Life Membership upon resolution at an Annual or Special General Meeting.

### **3.07 Voting Rights of Members**

Members in good standing, who are eighteen (18) years of age or older, shall have the following voting rights at all General Meetings:

- a) Individual Members may attend and participate at General Meetings and shall have one vote
- b) Clubs do not have voting rights. However, their Club Members can vote if they are already Individual Members.
- c) Affiliate and Honorary Life Members may attend and participate at General Meetings, but may not vote.
- d) Junior Members may attend but may not vote at General Meetings as they have not reached the age of majority in Manitoba.

All members are entitled to notice of said meetings as set out in these By-Laws and/or per MWSA Policies.

### **3.08 Withdrawal of Membership**

A Member may withdraw from membership with the MWSA by giving written notice to the board. A member may not resign if the Member is subject to investigation or action of the MWSA.

### **3.09 Suspension and Termination of Membership**

- a) A Member may be suspended from the MWSA for failing to pay membership dues where levied. Should membership dues remain unpaid for an additional 90 days, the Member may be expelled from the MWSA.
- b) A Member may be suspended or expelled from the MWSA in accordance to MWSA's policies and procedures relating to the discipline of Members.
- c) A Member may be suspended or expelled if their conduct is determined to be detrimental to the interests and reputation of the MWSA

### **3.10 Procedure for Suspension of Membership**

Suspension of memberships shall be bound by the following procedure:

- a) The Member shall be given written notice of the said meeting and the reason for action.
- b) The Member or its representative shall be given an opportunity to be heard at said meeting.
- c) A resolution of three-fourths at the meeting of the Board of Directors shall be required.
- d) Upon the passing of the resolution, said member shall be terminated.

### **3.11 Procedure for Termination of Membership**

Termination of memberships shall be bound by the following procedure:

- a) The Member shall be given written notice of the said meeting and the reason for action.
- b) The Member or its representative shall be given an opportunity to be heard at said meeting.

- c) A resolution of three-fourths of the voting members at an Annual General Meeting shall be required.
- d) Upon the passing of the resolution, said Member shall be suspended.

### **3.12 Notification of Suspension and Termination**

Upon the passing of a resolution to suspend or terminate membership of a Member, the Board of Directors shall notify all members of the MWSA of the suspension or termination.

## **By-Law IV: Meetings of the Membership**

### **4.01 Types of Meetings**

General Meetings of Members shall include Annual General Meetings and Special General Meetings.

### **4.02 Date of an Annual General Meeting**

The Annual General Meeting in each year shall be held within 180 days of the financial year-end unless otherwise determined by the MWSA at the previous Annual General Meeting.

### **4.03 Agenda of the Annual General Meeting**

The agenda for the Annual General Meeting shall include the following items:

- a) Call to Order
- b) Approval of Agenda
- c) Minutes of the Previous Meeting
- d) Business Arising Out of the Minutes
- e) President's Report
- f) Report of the Board of Directors
- g) Financial Reports
- h) Report of the Auditors and Appointment of Auditors
- i) Reports as may be directed by the Board of Directors
- j) General Business and Operation of MWSA
- k) Notice of Motions
- l) New Business
- m) Adjournment

### **4.04 First Notice of the Annual General Meeting**

The first notice of an Annual General Meeting of the MWSA shall be given to all members in writing at least thirty (30) days prior to such meeting. Included in the notice shall be a proposed agenda and the call for nominations to the Board of Directors.

### **4.05 Deadline for Submitted Items**

A Member may submit items for the agenda of the Annual General Meeting to the Head Office no later than thirty (30) days prior to the meeting.

**4.06 Emergency Items**

A member may submit an emergency motion if it is reasonably deemed that it was not known prior to the deadline established in By-Law 4.05. An emergency motion shall require two-thirds vote to be discussed.

**4.07 Final Agenda of the Annual General Meeting**

The final agenda of the Annual General Meeting, including the nominations to the Board of Directors, shall be circulated to all members fourteen (14) days prior to the beginning of the Annual General Meeting

**4.08 Special General Meetings**

A Special General Meeting of the Members may be called by:

- a) The President
- b) The Board of Directors
- c) Written request to the Head Office of at least three individual members of the MWSA

**4.09 Date of the Special General Meeting**

The President shall set a suitable date and place for the Special General Meeting, the date to be not more than sixty (60) days after the request for the meeting is received.

**4.10 Notice of the Special General Meeting**

The Head Office shall provide written notice to all members of the MWSA, along with a description of the business to be presented at the meeting, no later than thirty (30) days prior to the beginning of the meeting.

**4.11 Quorum at the General Meeting**

Quorum at any General Meeting shall be five (5) members.

**4.12 Voting**

- a) At all meetings of the Members of the Association, every question shall be determined by a majority vote, except Special Resolutions which require two-thirds (2/3) of the votes recorded or unless otherwise required by the Act.
- b) Voting may be by a show of hands or secret ballot at the discretion of the chair
- c) Voting for Directors shall always be conducted by secret ballot
- d) The President at General Meetings shall be entitled to vote. The President shall not cast the deciding vote in the event of an equality of votes.

Voting by proxy shall not be permitted.

**4.13 Voting Power at a General Meeting**

The members present at any General Meeting may overrule any decision of the Board of Directors by a majority vote.

#### **4.14 Procedures**

All General Meetings shall govern themselves according to the parliamentary procedures as laid out in Roberts Rules of Order.

### **By-Law V: Board of Directors**

#### **5.01 Composition of the Board**

The Board of Directors shall consist of eight (8) Directors. Directors must be at least eighteen (18) years of age and have the ability to contract under law.

#### **5.02 Ex-officio Member**

The Executive Director of the MWSA shall be an ex-officio member of the Board of Directors without the right to vote.

#### **5.03 Powers of the Board of Directors**

The powers of the Board of Directors are:

- a) to except as otherwise provided in the Act, the Constitution, or these By-Laws, the Board of Directors has the powers of the MWSA and may delegate any of its powers, duties and functions.
- b) to make policies, procedures and regulations for managing the affairs of the Association in accordance with the Act, and these By-Laws. The Board shall supervise and exercise guidance over the operation of all standing committees.
- c) to implement policies, procedures, and regulations relating to discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.
- d) to develop policies and procedures relating to the management of disputes within the MWSA, and all disputes shall be dealt with in accordance with such policies and procedures.
- e) to employ such individuals as it deems necessary to carry out the work of the MWSA

#### **5.04 Term of Office**

A Director is elected to office for a term of two (2) years, in which:

- a) Four Directors shall be elected at the Annual General Meeting for a two year term on **odd** number years.
- b) Four Directors shall be elected at the Annual General Meeting for a two year term on **even** number years.

#### **5.05 Vacancy on the Board**

The Board of Directors shall have the power to fill vacant Director positions on the Board and such appointments shall serve until the next Annual General Meeting.

**5.06 Resignation**

A Director may resign from the Board at any time by presenting written notice of resignation to the Board. This resignation shall become effective the date on which the request is accepted by the Board. At the time of the resignation, if the individual is subject to a disciplinary investigation, the resignation will not prevent disciplinary action for matters that arose prior to the resignation notice.

**5.07 Removal From Office**

The Board may vote to vacate the office of any Director if the Director, without reasonable excuse, fails to attend three consecutive meetings or fifty (50) percent of scheduled meetings between Annual General Meetings or if the Director's current membership with the Association expires and they fail to renew the membership.

**5.08 Remuneration**

All Directors, Officers and Members of committees shall serve their term of office without remuneration except for reimbursement of reasonable expense in accordance with policies approved by the Board.

**5.09 Conflict of Interest**

A Director, Officer, Member of a committee, or staff person must be familiar with and comply with the Association's Conflict of Interest Policy.

**By-Law VI: Duties of the Board of Directors**

**6.01 Supervisory Role**

The Board of Directors shall supervise:

- a) the practice of wheelchair sports under its jurisdiction
- b) the Executive Directors' management of MWSA
- c) the Program Coordinator's management of MWSA/BTG

**6.02 Membership**

The Board of Directors shall accept or reject applications for membership or the resignation of members

**6.03 Appeals**

The Board of Directors shall decide on appeals relating to the Constitution and General Regulations.

**6.04 Appointment/Employment**

The Board of Directors may appoint such agents or hire such employees as it deems necessary, and such persons shall have such authority and shall perform such duties as determined by the Board of Directors.

- 6.05 Administer the MWSA**  
The Board of Directors shall transact the business and administer the affairs of the MWSA in accordance with the policies of the MWSA.
- 6.06 Income Requirement**  
The Board of Directors shall require all income from whatever source to be deposited into the accounts of the MWSA.
- 6.07 Establish MWSA Regulations**  
The Board of Directors may establish and modify by majority vote the various MWSA regulations, subject to the ratification by the membership at the next Annual General Meeting.
- 6.08 Financial Reporting to the Membership**  
The Board of Directors shall present activity and financial reports for the most recent financial period to the Annual General Meeting.
- 6.09 Financial Duties**  
The Board of Directors shall determine the financial policy, and approve the budget and financial reports as prepared by the Treasurer, subject to ratification by the membership at the next Annual General Meeting.
- 6.10 Financial Control**  
The Board of Directors shall exercise overall control over the financial administration of the MWSA.
- 6.11 Public Relations/Marketing**  
The Board of Directors shall oversee the marketing and public relations programs of the MWSA, consistent with the principles outlined in the General Regulations.
- 6.12 Reporting to the Membership**  
The Board of Directors shall report on its activities to the membership at the Annual General Meeting.
- 6.13 Representatives of the MWSA**  
The Board of Directors shall determine who shall serve as the representative of the MWSA to any other organization
- 6.14 Reasonable Rate of Expenses**  
The Board of Directors shall fix a reasonable rate of expense for all Board of Directors, Committee Members, agents, and employees.
- 6.15 Competitions**



The Board of Directors may assign the organization to facilitate Championships and other competitions.

**6.16 Ratification of Directors to Standing Committees**

The Board of Directors shall ratify the appointment of Directors to the Standing Committees as proposed by the Committee Chairperson after consultation with the President of the MWSA.

**By-Law VII: Officers of the Board**

**7.01 Officers of the Board**

The Officers of the Board shall be the President, Vice-President, and Treasurer. The Board at the first Board meeting following an Annual General Meeting shall elect the Officers of the Board.

**7.02 Responsibilities of the President**

The President of the MWSA shall:

- a) Chairing and facilitating the meetings of the Board of Directors
- b) responsible for upholding the Constitution and policies of the MWSA
- c) act as a spokesperson for the MWSA
- d) oversee the management of MWSA offices, and remain in consistent communication with the staff.
- e) be responsible for other duties as directed from time to time by the Board of Directors

**7.03 Responsibilities of the Vice-President**

The Vice-President of the MWSA shall:

- a) act in the role of President in his/her absence, and such duties .
- b) be responsible for other duties as directed from time to time by the Board of Directors

**7.04 Responsibilities of the Treasurer**

The Treasurer shall:

- a) supervise the finances of the MWSA
- b) be responsible for making disbursements as determined by the Board of Directors
- c) be responsible for other duties as directed from time to time by the Board of Directors

**7.05 Responsibilities of the Chairpersons of the Standing Committees**

The Chairpersons of the Standing Committees shall oversee the responsibilities of their committees and facilitate such meetings.

## **By-Law VIII: Meetings of the Board of Directors**

### **8.01 Number of Meetings**

The Board of Directors shall meet at least eight times per year and may be convened by the President at any time. Directors may at any time request a meeting of the Board, and the Treasurer, upon receipt in writing of such a request, shall convene a meeting.

### **8.02 Meeting Procedures**

All meetings of the Board of Directors shall govern themselves according to the parliamentary procedures as laid out in Roberts Rules of Order.

### **8.03 Chair of the Meeting**

The President may be the chairperson of all meetings of the Board of Directors and Executive. If the President is absent from the meeting or not present within 10 minutes of the designated start time, the Vice-President shall preside over the meeting. If both the President and the Vice-President are absent from the meeting, the Board shall appoint a chairperson to preside over the meeting.

### **8.04 Quorum**

The quorum for the Board of Directors shall be fifty percent (50%) of Directors plus one (1).

### **8.05 Telephone Meetings**

A meeting of the Board may be held by telephone conference call. Where any Officer or Director is unable to attend a meeting, that Officer or Director may participate in the meeting by means of telephone. Officers or Directors who participate in the meeting by conference call or telephone are considered to have attended the meeting.

## **By-Law IX: Election to the Board of Directors**

### **9.01 Eligibility to be Nominated**

Any individual member in good standing may be nominated for election to the Board of Directors.

### **9.02 Call for Nominations**

The Head Office shall distribute nomination forms to all individual members with the notice for the Annual General Meeting as outlined in By-Law 4.04.

### **9.03 Deadline for Nominations**

All nomination forms shall be received at the Head Office twenty (20) days prior to the beginning of the Annual General Meeting.

**9.04 Notification to Membership of Nominations**

All valid nominations shall be circulated to all members fourteen (14) days prior to the beginning of the Annual General Meeting as outlined in By-Law 4.07.

**9.05 Suspension of Nomination Procedure**

Notwithstanding any other provisions of this Constitution, By-Laws 9.02, 9.03, and 9.04 may be waived by a two-thirds (2/3) votes of the members present at the Annual General Meeting

**9.06 Nomination Procedure after Being Suspended**

When By-Laws 9.02, 9.03, and 9.04 are waived, nominations shall be received from the floor at the Annual General Meeting.

**9.07 Elections Commission**

At an Annual General Meeting, the membership shall strike an Elections Commission to be responsible for any elections that may happen. The Elections Commission shall be up to 3 people. Any current board member or individual nominated in an election are ineligible to sit on the Elections Commission.

**9.08 Elections of Directors**

As outlined in By-Law 5.04,

- a) Four Directors shall be elected at the Annual General Meeting for a two year term on **odd** number years.
- b) Four Directors shall be elected at the Annual General Meeting for a two year term on **even** number years.

**9.09 More than Four Positions Open**

In the event that there are more than four (4) positions open on the Board of Directors, upon the receipt of the winners of the election, the membership shall vote once more to decide which director shall serve only a one (1) year term.

**9.10 Voting**

- a) The Elections Commission shall distribute ballots to eligible Members to vote.
- b) Once the ballots have been distributed, the Elections Commission shall inform the voters of the process of the election.
- c) Members shall be instructed to vote for the number of nominations that is equal to the number of positions open

**9.11 Acclamations**

In the event there is more or an equality of positions available to nominations submitted, the Elections Commission shall distribute a “Yes/No” ballot with the names of the nominations.

**9.12 Voting Tabulation**

After the ballots have been casted, the Elections Commission shall count the ballots in private.

**9.13 Declaring a Winner**

The nominee that wins a majority of votes shall be declared the winner.

**9.14 Equality of Votes**

In the event there is an equality of votes and a winner cannot be determined, the membership shall continue voting until a winner can be determined.

**9.15 Elections Report**

The Elections Commission shall present a report to the membership with the results of the election. Upon the acceptance of this report by the membership, the Elections Commission shall destroy all ballots.

**By-Law X: Committees of the Board**

**10.01 Standing Committee**

The Directors may carry out their functions through committees. Such committees will have a committee chair who shall coordinate the function of the committee and on behalf of the committee, then report back to the Board of Directors for ratification, and decision.

The Standing Committee of the Association shall be:

- a) Executive Committee
- b) Athlete and Program Development Committee
- c) Coaches and Officials Development Committee
- d) Junior Program Development Committee

**10.02 Ad-Hoc Committees**

The Board of Directors shall have the power to establish committees on such terms and conditions, as it deems appropriate, and shall determine the duties, the timing and manner of holding meetings, and which Directors shall sit on said committee.

**10.03 Executive Committee**

The Executive Committee shall be comprised of the Officers of the Board and the Executive Director in which shall not sit as a non-voting member. During intervals between meetings of the Board, the Executive Committee may exercise, subject to restrictions that the Board from time to time may impose, all the powers of the Board in the management and administration of the affairs of the Association.

#### **10.04 Athlete and Program Development Committee**

The Athlete and Program Development Committee shall be responsible for:

- Assisting and encouraging the development of athletes and programs;
- Maintaining, encouraging, and assisting clubs with the development of programs and clubs;
- Designing and staging programs where the development of membership is a key goal; and
- Regional development of wheelchair sports programs.

#### **10.05 Coaches and Officials Development Committee**

The Coaches and Officials Development Committee shall be responsible for:

- The recruitment of coaches and officials;
- Developing and maintaining programs to train and certify coaches and officials;
- Assisting with identifying regional coaches and officials; and
- Recommending the appointment of officials to national and international events.

#### **10.06 Junior Program Development Committee**

The Junior Program Development Committee shall be responsible for:

- The recruitment of junior athletes;
- The development and administration of the junior program in Winnipeg and throughout Manitoba;
- Promoting the junior program in schools, community centres, and other strategic areas; and
- Organizing and promoting the Mini-Camp program by hosting clinics and camps

#### **10.07 Committee Members**

Except for the Executive Committee any individual may be appointed as a Committee Member. Once appointed, all members of the committee have voting rights within that committee, except where the individual is a non-voting staff person. Committee Members must be Members of the MWSA.

#### **10.08 Vacancy**

When a vacancy occurs on any committee, the Committee Chair may appoint a qualified individual to fill the vacancy for the remainder of the committee's term. If the position is that of the Committee Chair, the Board will appoint a new Chair.

#### **10.09 Removal**

The Board may remove any Member appointed to any committee.

## **By-Law XI: Finances and Management**

### **11.01 Fiscal Year**

Unless otherwise determined by the Board, the fiscal year of the Association shall be April 1<sup>st</sup> through March 31<sup>st</sup>.

### **11.02 Remuneration**

The Remuneration paid to every Officer, Director, employee, or agent shall be clearly and identifiable reported in the financial statements.

### **11.03 Financial Statements**

The Board of Directors shall approve annual financial statements, and the approval shall be evidenced at the foot of the balance sheet by a signature of two Officers.

### **11.04 Signing Authority**

The President, Treasurer, and Executive Director are designated to transact all the financial transactions and contracts for the Association. From time to time, the Board may elect another Director to have signing authority. All banking transactions and contracts shall require two signatures.

### **11.05 Borrowing**

The Association may borrow funds upon such terms and conditions as the Board may determine, provided a Special Resolution approves such borrowing.

### **11.06 Auditor**

At each Annual General Meeting, the Members shall appoint an Auditor. The Auditor shall serve until replaced at another General Meeting.

### **11.07 Books and Records**

The Board shall ensure that all books and records of the Association required to be kept by the Act, these By-Laws, or any other statute or law are regularly and properly kept.

### **11.08 Executive Director**

The Board shall retain the Executive Director as an employee of MWSA on such terms that the Board deems appropriate. Such terms and conditions of employment of the Executive Director shall be set out in a written employment agreement entered between the Executive Director and MWSA. The Executive Director shall be removable in accordance with the written employment agreement entered into between the Executive Director and MWSA.

### **11.09 Employees**

The Board may appoint such agents or hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board.

## **By-Law XII: Indemnification**

### **12.01 Shall Indemnify**

Except as set out in By-Law 12.02, the Association shall indemnify and hold harmless out of the funds of the Association each Officer or Director from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of an Officer or Director.

### **12.02 Shall Not Indemnify**

The Association shall not indemnify an Officer or Director or any other individual for acts of fraud, dishonesty, or bad faith.

### **12.03 Insurance**

The Association may purchase and maintain insurance for the benefit of its Officers and Directors, as the Board may determine.

## **By-Law XIII: Notice**

### **13.01 Written Notice**

In these By-Laws, written notice shall mean notice, which is hand-delivered, emailed, faced, or provided by mail or courier to the address of record of the Association, Officer, Director, or Member, as the case may be.

### **13.02 Days**

In these By-Laws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

### **13.03 Error in Notice**

The accidental omission to give notice of a meeting of the Directors or the Members, the failure of any Officer, Director, or Member to receive notice, or an error in any notice, which does not affect its substance, shall not invalidate any action taken at the Meeting.

## **By-Law XIV: Dissolution**

### **14.01 Dissolution**

In the event of dissolution of the Association, the assets, which remain after satisfying all debts and liabilities, shall be distributed to a charitable organization or non-profit organization having purposes similar to those of the Associations, as determined by the Board prior to dissolution.

**By-Law XV: Amendment of By-Laws**

**15.01 Special Resolution**

These By-Laws may only be amended, revised, repealed, or added to by a Special Resolution at a General Meeting. Proposals to effect any amendments of the By-Laws must be submitted, in writing, to the Head Office forty (40) days prior to the General meeting. Such proposals must be made available to all Members at least thirty (30) days prior to the General Meeting. Any resolutions received by the Head Office past the required forty (40) days notice shall be automatically added to the following General Meeting Agenda.

**15.02 Notice**

Written notice of the General Meeting of the Association will be made available thirty (30) days in advance of the meeting. The notice must include details of any proposed resolution to change the By-Laws.

**15.03 Registration**

The amended By-Laws shall take effect only after acceptance by the Association Treasurer.

**By-Law XVI: Adoption of By-Laws**

**16.01 Ratification by Members**

These By-Laws were ratified by a Special Resolution of the Members on June 23, 2014.

**16.02 Repeal of Prior By-Laws**

In ratifying these By-Laws, the Members of the Association repeal all prior By-Laws of the Association provided that such repeal does not impair the validity of any action taken pursuant to the repealed By-Laws.

**16.03 Enactment of By-Laws**

These By-Laws are hereby enacted and shall come into force when confirmed by the Members in accordance with the Act.

ENACTED by the Membership on 23 day of June, 2014

\_\_\_\_\_  
PRESIDENT signature

\_\_\_\_\_  
TREASURER signature