



CONSTITUTION & BYLAWS

Effective March 4, 2023

ARTICLE 1 - NAME

1.1 **Name.** The name of this organization shall be “**Apple Shot Archers Inc.**” (“**ASA**”, “**Apple Shot Archers**” or the “**Club**”).

1.2 **Type.** The organization is a non-profit, membership incorporation.

ARTICLE 2 - PURPOSE

2.1 **Purpose.** The purpose of the Club shall be:

- (a) To foster, perpetuate and direct the practice of archery in the spirit of good fellowship and sportsmanship among all archers;
- (b) To encourage the use of the bow in the hunting of all legal game and to protect, improve and increase the privileges of bow and arrow hunters;
- (c) To enhance and further the objectives, scope and aims of the Club.

ARTICLE 3 - MEMBERSHIP AND MEMBERSHIP FEES

3.1 **Honorary Membership.**

- (a) Individuals in good standing may be recommended by any member in writing, to the board for Honorary Membership. Election of the Honorary Member will be awarded by a majority vote of the members entitled to vote at an annual general meeting of the members. Honorary Members will be exempt from regular fees and dues and will have all the rights of an Adult Member;

- (b) An Honorary Member has one vote.
- (c) An Honorary membership cannot be transferred.

3.2 **Adult Membership.**

- (a) An individual member who will be 21 years old any time prior to December 31st of the current year, provided they are in good standing and appropriate fees, and dues have been paid (an “**Adult Member**”);
- (b) An Adult Member has one vote.
- (c) An Adult membership cannot be transferred.

3.3 **Youth Membership.**

- (a) Individual member who will be under 21 years old during the current membership year, provided they are in good standing and appropriate fees and dues have been paid (a “**Youth Member**”);
- (b) A Youth Member age 18 and over at the time of the Apple Shot Archers Annual General Meeting has one vote.
- (c) A Youth membership cannot be transferred.

3.4 **Membership Fees and Dues.**

- (a) Membership fees shall be set by the Board of Directors (the “**Board**” or “**Directors**”) from time to time, and shall be set out in the Policies;
- (b) All fees and dues, as well as penalties for non-payment of fees, shall be set by the Directors from time to time and shall be set out in the Policies;
- (c) Annual membership fees will become payable on first day of October in each year;

3.5 Obligation of Membership. All members shall be subject to any stated guidelines or “Best Practices” policies adopted by the Association.

3.6 Member Can Be Expelled. The Directors may, with just reason and explanation, expel a member, but such member may appeal to the ASA at the AGM within one calendar year and by a majority vote of the voting membership be re-installed.

3.7 Age Groups. Age groups of the members shall be that set by the Federation of Canadian Archers Inc. (“**Archery Canada**”) with the Board having the right to set additional age groups for developmental programs.

ARTICLE 4 - MEETINGS OF MEMBERS

4.1 Annual General Meetings.

- (a) The Annual General Meeting of the members having the right to vote (the “**AGM**”) shall be held each year on such day, at such time and in such place as the Board shall determine, in accordance with the provisions of the Bylaws and *The Non-profit Corporations Act, 1995* (the “**Act**”);
- (b) Unless otherwise stated, the order of business at the AGM shall be:
 - (i) Reading of the minutes of the last AGM;
 - (ii) Reading of the minutes of Extraordinary Meetings held since the last AGM;
 - (iii) Business arising from the minutes;
 - (iv) The President’s Report;
 - (v) The Treasurer’s Report;
 - (vi) Reports of committee chairpersons, if any;
 - (vii) Election of Directors;
 - (viii) Old business;
 - (ix) New business;
 - (x) Adjournment.
- (c) All reports shall be written and submitted to the secretary two days before the AGM. After presentation at the AGM, the secretary shall place them on file in the Records Book of the Club.

4.2 Extraordinary General Meeting.

- (a) All general meetings of the members of the APA having the right to vote, other than the AGM, shall be Extraordinary General Meetings (an “**Extraordinary General Meeting**”), and shall be called by the President or pursuant to Article 4.2(b). Extraordinary General Meetings shall be held in a place as designated by the Board;
- (b) An Extraordinary General Meeting may be called on written request signed by ten (10%) percent of the members of the APA having the right to vote addressed to the President and stating therein the general nature of the business to be transacted;
- (c) Order of business at an Extraordinary General Meeting shall be:
 - (i) Reading of the minutes of the last Extraordinary General Meeting;
 - (ii) Business for which the meeting was called;
 - (iii) Election of members to vacancies in the Board, if any;

(iv) Adjournment.

4.3 Quorum for AGM and Extraordinary General Meetings. The quorum for an AGM or an Extraordinary General Meeting will be the Voting Members who are present at such meeting in person (which includes telephone, video conference or other electronic means provided all members can hear each other) or by proxy, provided that a quorum may not be less than three such people.

ARTICLE 5 - DIRECTORS, OFFICERS AND OTHER POSITIONS

5.1 Directors.

- (a) **Responsibility of Directors.** The supervision and business responsibility of the Club shall reside with the Board;
- (b) **Minimum/Maximum Number of Directors.** The Club shall have a minimum of three and a maximum of twelve Directors in total at all times, such Directors to be elected by the members or appointed by the Directors only in order to fill a vacancy;
- (c) **Past President a Director.** The Past-President will automatically be a Director for one year;
- (d) **Directors required to be Members/Parents.** A Director is required to be a member of the Club or a parent of a Club member;
- (e) **Term.** Directors will be elected for two (2) year terms. Each election shall elect a total of one-half (1/2) of the Directors for a two year term;
- (f) **Staggered Directors Terms.** At the AGM of the Club, there shall be elected up to one half (1/2) of the maximum number of Directors for a term of two years. The balance of the Directors will be renewing their board positions for a period of one year. All Directors shall continue to hold their board position until the expiration of their previously elected terms or until their successors are duly elected.
- (g) **Filling a Board Vacancy.** Any vacancy to occur may be filled by appointment by the Directors. Such an appointee shall hold office until the next AGM at which time the vacancy shall be filled by election for the unexpired term of office;
- (h) **Quorum.** Fifty (50%) per cent of the elected Directors shall constitute a quorum at any Directors meeting;
- (i) **Period for Conducting Business.** The Directors shall conduct the business of the Club in the period between AGM's, an expected period of one year.

5.2 Directors' Meetings by Telephone. A Director may participate in any Directors' or Committee meeting by telephone or by any other communications facility provided that:

- (a) all persons participating in the meeting can hear each other; and
- (b) all such persons agree to such participation;

and any Director participating in a meeting pursuant to this Article 5.2 will be:

- (c) deemed to be present at that meeting;
- (d) counted in the quorum at that meeting; and
- (e) entitled to speak and vote at that meeting.

Any resolutions passed during such a meeting will be as effective as if passed at a meeting where the Director was present in person.

5.3 Directors' Resolutions in Lieu of Meeting.

- (a) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors;
- (b) The resolution referred to in (a) may be transmitted by electronic means and may be in any number of counterparts;
- (c) The resolution referred to in (a) must be passed and approved by two-thirds majority of the Directors;
- (d) A copy of every resolution mentioned in (a) shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

5.4 Members may Attend Directors' Meetings. A maximum of five members, as approved by a majority of Directors, shall be allowed to attend a meeting of the Directors, but shall not be entitled to vote, discuss, or otherwise participate in such meeting (an "**Attending Member**"). The Directors shall, by majority vote, be entitled to request any Attending Member leave a Directors' meeting. If such Attending Member refuses to leave such Directors' meeting, the Directors may, by majority vote, revoke the membership of the Attending Member.

5.5 Officers.

- (a) The officers of the Club are the Past-President, President, the Vice-President, the Secretary, the Treasurer and such other officers as required (the "**Officers**");
- (b) The President, Vice-President, Secretary and Treasurer are elected by the Directors. Officers **ARE** required to be members of the Club or a parent of a club member;
- (c) Past-President will be the previous President.

5.6 Directors' Responsibility to Act as Officer or Coordinator. Subject to the provisions of the Act, each person agreeing to act as Director shall, prior to being

elected, agree that they will, if so requested by the Directors of the Association, hold one of the following coordinator positions or offices:

- (a) President, Vice-President, Secretary and/or Treasurer, subject to confirmation and election by the Directors as required by Article 5.2 and the Act;
- (b) Publicity Coordinator;
- (c) JOP Coordinator;
- (d) Coaching Coordinator;
- (e) Officials Coordinator;
- (f) Grants/Fundraising Coordinator;
- (g) Membership Coordinator;
- (h) Such other Officers or coordinators as may be determined by the Directors from time to time.

Each Coordinator shall solicit the board of directors for committee members where there is need so as to perform his/her duties.

5.7 Committees.

- (a) The Board may, at its option, appoint at its earliest convenience or as required, a chairperson (the “**Chairperson**”) for any other such committee or committees (the “**Committees**” or individually a “**Committee**”) as may be required to assist in the operation of the Club;
- (b) The Chairperson of a Committee shall be responsible directly to the Directors and shall serve a term of office as determined by the Directors;
- (c) Each Chairperson shall solicit the board of directors for committee members where there is need so as to perform the duties of the Committee;
- (d) Duties and responsibilities of appointed Chairpersons shall be as set out in these Bylaws.
- (e) Scope of Operations for each committee will be outlined in the ASA policies and procedures.

ARTICLE 6 - DUTIES OF OFFICERS AND OTHER APPOINTED POSITIONS

6.1 President. The President shall:

Preside over all meetings of the ASA and of the Board;

- (a) Preserve order and shall apply and enforce all Bylaws and rules of the ASA;

- (b) Appoint all of the Directors to committees as the President deems necessary and expedient;
- (c) Be an appointed signing authority for cheques on behalf of the ASA;
- (d) Watch over the assets and records of the ASA;
- (e) Be ex-officio member of all committees;
- (f) Delegate any of the President's duties as they deem expedient;
- (g) Initiate and develop activities which will accomplish the objectives of the ASA;
- (h) Hire and direct activities of all staff personnel.
- (i) Oversee the strategic direction and planning for the club, ensuring the planned initiatives are being met in the timelines indicated in the ASA's strategic plan.

6.2 Vice-President. The Vice-President shall:

- (a) Assist the President in the discharge of the President's duties and in the absence or disability of the President, shall act in their stead;
- (b) Be an appointed signing authority for cheques on behalf of the ASA;
- (c) Receive copies of all pertinent correspondence and material received by the President so that they are knowledgeable and informed as to what is requested of, and what is being done when taking over the duties of the President in the President's absence or disability;
- (d) Normally become President following the end of a term as Vice-President;
- (e) Become President should that office becomes vacant (in that circumstance shall be eligible for full term as President in the period upon succession to Presidency).
- (f) Assist in the strategic direction and planning for the association, ensuring the planned initiatives are being met in the timelines indicated in the ASA strategic plan.

6.3 Past-President. The Past-President shall:

- (a) Hold office for one year after the date of their retirement as President;
- (b) Be eligible to act on any committee, generally assist the President and give such assistance to the Board and the Club, as well as advance the objectives of the Club;
- (c) Be a Director and vote at Director's meetings.

6.4 Treasurer. The Treasurer shall:

- (a) Exhibit accurate records of all income and expenditures, assets and liabilities of the ASA;

- (b) Prepare and present the statement of accounts and fiscal spending reports to the board on a monthly basis.
- (c) Receive and deposit all membership fees and dues from the Membership Coordinator;
- (d) Review all expense claims for accuracy and alignment with the ASA spending policies. Bring all discrepancies in the claims to the attention of the board for review and decision.
- (e) Deposit all receipts of cash and cheques in the bank or depository as directed by the Board;
- (f) Be an appointed signing authority for the ASA;
- (g) Present a financial statement at the AGM;
- (h) Present the books and accounts of the ASA to a duly qualified chartered accountant or certified general accountant within six (6) weeks after the termination of each fiscal year, to have an audit of the financial affairs of the ASA;
- (i) Attend to all required corporate filings with Information Services Corporation;

6.5 Secretary. The Secretary shall:

- (a) Record minutes of all meetings of the ASA and Board and keep an up-to-date list of all Bylaws;
- (b) Promptly attend to all correspondence and see that all notices are duly given as required;
- (c) Send copies of minutes to all Directors within 10 days of the meetings;
- (d) Carry out policies formulated by the Board;
- (e) Ensure minutes from the AGM are prepared for posting on the ASA's website.

6.6 Publicity Coordinator. Publicity Coordinator shall:

- (a) Keep ASA members & Saskatchewan Archery Association informed of events by way of submissions to the website;
- (b) Keep media informed of shoot results;
- (c) Review the ASA strategic plan and develop a communications strategy to support the initiatives being undertaken by the board of directors.
- (d) Advertise ASA events through the media if possible.
- (e) Promote ASA member athletes and the sport to its membership and the media by way of article submission to the member newsletter and/or media.

6.7 JOP Coordinator(s). The JOP Coordinator(s) shall:

- (a) Over see the Affiliated Members that are participating in the JOP program;

- (b) Confirm with the Membership Coordinator that the JOP archers are Saskatchewan Archery Association/Canada Archery members;
- (c) Record the JOP archers' information and scores to be sent to the Saskatchewan Archery Association;
- (d) attend to all matters relating to the registration of the archers submitted to the Club for the annual JOP Championship;
- (e) set target assignments;
- (f) attend to ordering medals;
- (g) ensure that all scores are collected and submit final results of the JOP Championship to the Board of Directors for posting on the ASA website.
- (h) In collaboration with the board work to draft the JOP program strategic direction and work to carry out the approved initiatives over the defined planning period.

6.8 Coaching Coordinator. The Coaching Coordinator shall:

- (a) Assist with the set up of coaching clinics in collaboration with the Saskatchewan Archery Association.
- (b) Ensure a list of all coaches is current for publication.
- (c) Promote the benefits of coaching certification to ASA's membership.
- (d) Work with coach clinic participants to ensure their certification deadlines are being met.
- (e) Work to recruit coaches.
- (f) In collaboration with the board work to draft the Coaching program strategic direction and work to carry out the approved initiatives over the defined planning period.

6.9 Officials Coordinator. Officials Coordinator shall:

- (a) Study in detail the rules covering both world controlled (FITA) and nationally controlled (Archery Canada) competition;
- (b) Immediately avail himself/herself of shooting schedules for all provincial competitions planned for the next 12 months;
- (c) Ensure consistent, accurate interpretation of all shooting rules governing competition and Archery Canada;
- (d) Enforce all rules of Archery Canada at all competitions;

6.10 MAP Grants/Fundraising Coordinator. The MAP Grants/Fundraising Coordinator shall:

- (a) Complete MAP Grant applications and send to Saskatchewan Archery Association when required;
- (b) Report to the Board on proposed application of the MAP Grant and oversee the disbursement of all MAP Grant funding.
- (c) Oversee the complete process of the MAP grant application, distribution and follow-up reports.
- (d) Work with the Board of Directors to organize any other fundraising initiatives.

6.11 Membership Coordinator. Membership Coordinator shall perform and/or oversee the following:

- (a) Receive all applications for memberships submitted to the ASA;
- (b) Pass all membership fees received along to the Treasurer or deposit in the account as directed by the Treasurer;
- (c) Submit all memberships to the Saskatchewan Archery Association and Archery Canada in a format and in accordance with the guidelines set by Saskatchewan Archery Association and Archery Canada from time to time;
- (d) At the earliest date, return membership cards to the members;
- (e) Keep a list or lists of members as directed by the Directors;
- (f) Provide membership statistics of members as directed by the Directors.
- (g) In collaboration with the board work to draft the Membership program strategic direction and work to carry out the approved initiatives over the defined planning period.
- (h) Ensure all follow-up reporting and reconciliations are complete.
- (i) Ensure club affiliation submission requirements are met.
- (j) Prepare contact lists to ensure communication channels are accurate.

ARTICLE 7 - ELECTIONS

7.1 Nominations. Nominations for election as Directors of the Club shall be made at each AGM. Directors will be elected by a majority vote of the voting members present at the AGM.

ARTICLE 8 - COMMITTEES

8.1 President may Establish Committees. The President may establish such committees as may be required from time to time, including, but not limited to, the

Committees set out in Article 5.7. The Chairperson and members of each Committee do not need to be Directors.

ARTICLE 9 - NOTICES

9.1 Notice to Members. A notice may be given to a member either personally, by mail to the member's registered address, by electronic mail at the address that the member provides to the Club, by way of website notice or in accordance with the Act.

9.2 Deemed Delivery. Any notice that the Club gives the member:

- (a) By mail will be deemed to have been given 72 hours after it is posted, and to prove that notice was given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle;
- (b) By electronic mail will be deemed to have been given on the day that the transmission was successfully sent to the member's electronic mail address;
- (c) By website will be deemed to have been given on the day that the posting occurs and as per the date included in the post.
- (d) As otherwise set out in the Act.

9.3 Omission or Non-Receipt of Notice. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member does not invalidate proceedings at that meeting.

9.4 Definition of Notice. In these Bylaws, the word "notice" includes any request, statement or other writing required or permitted to be given by the Club to the members.

ARTICLE 10 - FISCAL YEAR END

10.1 Fiscal Year End The fiscal year end of the Club will be August 31st.

ARTICLE 11 - ADDRESS

11.1 Address. The address of the Club shall be the home of the President, Secretary, or Treasurer, as determined by the Directors from time to time.

ARTICLE 12 - OFFICIAL LANGUAGE

12.1 Official Language. The official language of the ASA shall be English.

ARTICLE 13 - DISSOLUTION

13.1 Dissolution. Upon liquidation and dissolution of the Club, the assets which remain after payment of all costs, charges and expenses which are properly incurred in winding up, shall be distributed to a like organization(s) which a similar purpose, decided upon by the membership at a General Meeting. This provision shall be unalterable.

ARTICLE 14 - AMENDMENTS AND REVISIONS TO THE BYLAWS

14.1 Amendments and Revisions.

(a) These Bylaws may be amended or revised by Special Resolution of the voting members of the Club. Notice of a motion to amend or revise these Bylaws must have been given to the voting members, in accordance with Article 9 not less than fifteen (15) days prior to the vote.

(b) “Special Resolution” means a resolution:

(i) Passed and approved by a two thirds majority vote of the voting members, present in person or by proxy at a duly called and convened AGM or Extraordinary General Meeting; or

(ii) Made and approved in writing (which may be transmitted by facsimile, electronically, by mail or otherwise) by a two-thirds majority of votes received from the voting members by facsimile, electronically, returned ballots taken by mail vote, or otherwise.

14.2 Amendments and Revisions by Directors. Notwithstanding the provisions of Section 14.1, Section 90 of the Act applies to these Bylaws.