



SASKATCHEWAN POWERLIFTING ASSOCIATION BYLAWS

ARTICLE I: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Saskatchewan Powerlifting Association.
- 1.2 Definitions – The following terms have these meanings in these Bylaws:
- a) *Act* – the *Non-Profit Corporations Act, 1995* or any successor legislation
 - b) *Articles* - the Articles of Incorporation of the Corporation
 - c) *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.
 - d) *Board* – the Board of Directors of the Corporation.
 - e) *Bylaws* - the Bylaws of the Corporation
 - f) *Corporation* – the “Saskatchewan Powerlifting Association” or “SPA”
 - g) *CANPL* - refers to Canada Powerlifting or its National body successor who the Corporation is affiliated with
 - h) *Days* – days including weekends and holidays.
 - i) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - j) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
 - k) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
 - l) *Quorum* - the minimum number of members of the Board or Members of the Corporation needed to be present at any meeting to make the proceedings of that meeting valid.
 - m) *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.
- 1.3 Registered Office – The registered office of the Corporation will be located within the Province of Saskatchewan and will generally be the Board President’s place of residence.
- 1.4 Corporate Seal – The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.5 No Gain for Members – The Corporation will be carried on without the purpose of material gain for its Members and any profits and assets of the Corporation will be used in promoting its objects.
- 1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.7 Conduct of Meetings – Unless otherwise specified in these Bylaws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- 1.8 Interpretation – 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.

ARTICLE II: MEMBERSHIP

2.1 Categories – The Corporation has the following categories of Member:

- a) Class A Regular Members
- b) Class B Special Member
- c) Class C Youth Member
- d) Class D Provincial Referee
- e) Class E Affiliate

Authority of Members

2.2 Class A Regular Members

- a) Class A Regular Member is open to any Saskatchewan resident who purchases a CANPL or SPA membership card and who pays any fees as may be established by the Directors from time-to-time. Any individual who is an athlete, coach, official, or administrator, who is registered with the Corporation, and who has agreed to abide by the Corporation's Bylaws, policies, procedures, rules and regulations (or, if the individual is under the age of 18, who has had a parent or guardian agree to abide by the Corporation's Bylaws, policies, procedures, rules and regulations on behalf of the individual).
- b) This class of membership may be an athlete, coach, referee or official.
- c) All SPA Board of Directors must be a Class A Regular Member.
- d) The holder of a Class A Regular Member is entitled to attend all membership meetings and is entitled to vote.
- e) This class of membership is required to compete in sanctioned competitions in Saskatchewan and Canada if the competitor is a Saskatchewan resident.

2.3 Class B Special Member

- a) Membership in Class B Special Member is open to the following who pays any fees as may be established by the directors from time-to-time:
 - i) Special Olympics Saskatchewan
- b) The holder of a Class B Special Member is entitled to attend all membership meetings and is not entitled to vote.
- c) The holder of a Class B Special Member shall not be entitled to vote to elect directors to the Board of the Corporation
- d) This class of membership is required to compete in sanctioned competitions as a Special Member in Saskatchewan and Canada if the competitor is a Saskatchewan resident

2.4 Class C Youth Member

- a) Class C Youth Member is open to any Saskatchewan resident between the ages of 8 and 13, who purchases a CANPL or SPA membership card and who pays any fees as may be established by the Directors from time-to-time. The individual's parent or guardian agree to abide by the Corporation's Bylaws, policies, procedures, rules and regulations on behalf of the individual.
- b) The holder of a Class C Youth Member is entitled to attend all membership meetings and is entitled to vote as per Bylaw 3.12.



- c) This class of membership is required to compete in sanctioned competitions in Saskatchewan and Canada if the competitor is a Saskatchewan resident between the ages of eight (8) and thirteen (13) inclusive.

2.5 Class D Provincial Referee

- a) Membership in Class D Provincial Referee is open to the following who pays any fees as may be established by the directors from time-to-time:
 - i) Any SPA, CANPL or International Powerlifting Federation (IPF) certified referee who is not a Class A member.
- b) The holder of a Class D Provincial Referee is entitled to attend the Annual Meeting of Members and is not entitled to vote.
- c) The holder of a Class D Provincial Referee shall not be entitled to vote to elect directors to the Board of the Corporation.

2.5 Class E Affiliate

- a) Membership in Class E Affiliate is open to the following who pays any fees as may be established by the directors from time-to-time:
 - i) Sask Sport Inc.;
 - ii) Special Olympics Saskatchewan;
 - iii) Saskatchewan Wheelchair Sports Association;
 - iv) The provincial government department responsible for sport;
 - v) Saskatchewan Parks and Recreation Association;
 - vi) Coaches Association of Saskatchewan;
 - vii) Saskatchewan Sport Medicine and Science Council;
- b) The holder of a Class E Affiliate is entitled to attend the Annual Meeting of Members and is not entitled to vote.
- c) The holder of a Class E Affiliate shall not be entitled to vote to elect directors to the Board of the Corporation
- d) The holder of a Class E Affiliate membership shall be represented at the Annual Meeting of the Members of the Corporation by a person so named by the Affiliate Member.

Admission and Renewal of Members

2.6 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member pursuant to Section 2.2 if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate member has paid dues as prescribed by the Board;
- c) The candidate member agrees to uphold and comply with the Corporation's governing documents;
- d) The candidate member meets any other condition of membership determined by the Board;

Membership Dues and Duration

2.7 Dues – Membership dues for all classes of membership shall be determined annually by the Board.

2.8 Duration – Membership duration is accorded on an annual basis from the date of purchase and Members will re-apply for membership annually.

2.9 Deadline – Membership must be purchased prior to registering for any sanctioned SPA or CANPL competition or before attending any meeting of the Members.

Transfer, Suspension, and Termination of Membership

- 2.10 Transfer – Membership in the Corporation is non-transferable.
- 2.11 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 2.12 Termination – Membership in the Corporation will terminate immediately upon:
- a) The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
 - b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these Bylaws;
 - c) Resignation by the Member by giving written notice to the Corporation;
 - d) Dissolution of the Corporation;
 - e) A decision made by a panel in accordance with the Corporation's applicable discipline policies;
 - f) The Member's death; or
 - g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 2.13 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.
- 2.14 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.
- 2.15 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

Good Standing

- 2.16 Definition – A Member will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
 - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - c) Has completed and remitted all documents as required by the Corporation;
 - d) Has complied with the Bylaws, policies, and rules of the Corporation;
 - e) 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;
 - f) If transferring from another Provincial or National Association – be in good standing with the Provincial or National Association at the time of transfer; and
 - g) Has paid all required membership dues.

- 2.17 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board, by way of Ordinary Resolution, or a Disciplinary Panel, 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, by way of Ordinary Resolution, that the Member has met the definition of good standing.

ARTICLE III: MEETINGS OF MEMBERS

- 3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Saskatchewan. The Annual Meeting will be held the same weekend as the SPA Provincial Championship. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).
- 3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of the members whose membership interests carry not less than five percent (5%) of the rights to vote at a meeting of members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition. The requisition, which may consist of several documents of like form signed by one or more members, is to state the business to be transacted at the meeting and will be sent to each director and to the registered office of the Corporation. The Directors are not required to call the requisitioned meeting if:
- a) The Directors have already called a meeting of members and have given notice of such meeting;
 - b) The business of the meeting includes the following matters:
 - i. The proposal is submitted by the member primarily for the purpose of enforcing a personal claim or redressing a personal grievance against the Corporation or its directors, officer, or members or primarily for the purpose of promotion general economic, political, racial, religious, social or similar causes unrelated to the activities of the Corporation
 - ii. The proposal, at the member's request, was included in a notice of meeting held within two years preceding the receipt of request, and the member failed to present the proposal, in person or by proxy, at the meeting
 - iii. Substantially the same proposal was submitted to the members in a notice of meeting of members held within two years preceding the receipt of the member's request and the proposal was defeated; or
 - c) The requisition is being used to secure publicity.
- 3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least fifteen (15) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

- 3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these Bylaws.
- 3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- a) Proposals shall be submitted in the format: Current Wording, Proposed Wording, Rationale for the amendment, revision, repeal or addition.
 - b) A proposal may not be substantially similar to a proposal that was proposed at a meeting of the Members in the past two calendar years. The Board shall make the determination as to if a proposal is substantially similar to a past proposal.
- 3.8 Quorum – Ten (10) voting Members present will constitute quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.9 Agenda – The agenda for the Annual Meeting will at least include:
- a) Call to order
 - b) Establishment of quorum
 - c) Appointment of scrutineers
 - d) Approval of the agenda
 - e) Approval of minutes of the previous Annual Meeting
 - f) Presentation of reports
 - g) Report of Auditors (if any)
 - h) Appointment of Auditors (if any)
 - i) Business as specified in the meeting notice
 - j) Election of new Directors (Nominations will be accepted prior to the meeting. If no nomination is received, nominations from the floor will be accepted during the meeting)
 - k) Adjournment
- 3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

- 3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members as outlined in section 2.2 of the Bylaws of the Corporation, parents and guardians of Members who are younger than 18 years old, the Directors, the auditors of the Corporation, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the President or with the majority consent of the Members present.

Voting at Meetings of Members

- 3.12 Voting Rights – Members have voting rights as per membership class in section 2.2 of the Bylaws at all meetings of the Members:
- a) Individual Class C Youth Members who are younger than 14 years old may have one vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with three children registered with the Corporation who are younger than 14 years old may exercise three votes. Also, two parents of the same child who is registered with the Corporation and who is younger than 14 years old may both attend a meeting of the Members but may only exercise one vote.
- 3.13 Eligibility of Votes – On a specific date, the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than fifteen (15) days prior to the meeting. This timeline may be amended by the Board of Directors at their discretion.
- 3.14 Proxy Voting – 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:
- a) Be signed by the Member;
 - b) Be in a form that complies with the Act;
 - c) Comply with the format stipulated by the Corporation; and
 - d) Be submitted to the Registered Office of the Corporation at least forty-eight (48) hours prior to the meeting of the Members.
- 3.15 Proxy Holder – A proxy holder will only hold a maximum of two (2) proxies.
- 3.16 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary prior to the vote being taken.
- 3.17 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:
- a) The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
 - b) The votes may be verified as having been made by the Member entitled to vote; and
 - c) The Corporation is not able to identify how each Member voted.
- 3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.19 Majority of Votes – Except as otherwise provided in these Bylaws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

- 3.20 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV: GOVERNANCE Composition of the Board

- 4.1 Directors – The Board will consist of a minimum of six (6) and maximum of twelve (12) Directors.
- 4.2 Composition of the Board – The Board will consist of the following:
- a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Technical Chair
 - f) Records Chair
 - g) Registration Chair
 - h) Social Media Chair

Eligibility of Directors

- 4.3 Eligibility – To be eligible to serve as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
 - b) Have the power under law to contract;
 - c) Have not been declared incapable by a court in Canada or in another country;
 - d) Have not been subject to a doping infraction for at least four (4) years or currently serving a sanction relating to a doping infraction;
 - e) Be considered a member in good standing; as defined in section 2.13 and 2.14 and;
 - f) Not have the status of bankrupt.

Election of Directors

- 4.4 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, the Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- 4.5 Nomination – Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature;
 - b) Comply with the procedures established by the Nominations Committee (if appointed); and
Be submitted to the Registered Office of the Corporation fifty (50) days prior to the Annual Meeting.
This timeline may be extended by Ordinary Resolution of the Board.
- 4.6 Circulation of Nominations – Valid nominations will be circulated to Members prior to the elections.
- 4.7 Election Years – Directors will be elected at the Annual Meeting on a rotating basis according to the following. Elections for each group will occur every three years thereafter as listed below:
- a) The Secretary, Records Chair and Social Media Chair. (2025, 2028, 2031...)
 - b) The Vice President, Treasurer and Registration Chair. (2026, 2029, 2032...)
 - c) The President and Technical Chair. (2027, 2030, 2033...)
- 4.8 Elections – Elections for each Director position will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. This will continue until only two nominees remain, at which time a final vote will be conducted with the nominee receiving the greatest number of votes being declared the winner. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

- 4.9 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of the Corporation.
- 4.10 Terms – Directors will serve terms of three (3) years, beginning on the Monday following the SPA Provincial Championship, and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office. A Director may only serve two (2) consecutive terms in the same position on the Board.

Resignation and Removal of Directors

- 4.11 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.12 Vacate Office – The office of any Director will be vacated automatically if:
- a) The Director no longer becomes eligible to serve as a Director;
 - b) The Director resigns;
 - c) The Director is found to be incapable of managing property by a court or under Saskatchewan law;
 - d) The Director is found by a court to be of unsound mind;
 - e) The Director is charged and/or convicted of any criminal offence related to the position;
 - f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
 - g) The Director dies.
- 4.13 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

- 4.14 Vacancy with Interested Qualified Individual – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors and there is a qualified individual willing to fill the vacancy, the Board shall call a Special Meeting of Members to elect a new Director for the remainder of the term.
- 4.15 Vacancy without Interested Qualified Individual - When the Board is unable to find a qualified individual to fill a vacancy on the Board, the Board is allowed to name a current Director, through a meeting of the Board by ordinary resolution, to fill two Board positions until the next Meeting of Members.



Meetings of the Board

- 4.15 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.
- 4.16 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.
- 4.17 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.
- 4.18 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.19 Number of Meetings – The Board will hold at least four (4) meetings per year.
- 4.20 Quorum – At any meeting of the Board, quorum shall be five (5) Board members.
- 4.21 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.
- 4.22 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 4.23 Written Resolutions – A resolution in writing signed (including electronically) by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.24 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board by way of Ordinary Resolution.
- 4.25 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications or electronic technology. Directors who participate in a meeting by telecommunications or electronic technology are considered to have attended the meeting.

Duties of Directors

- 4.27 Standard of Care – Every Director will:
- Act honestly and in good faith with a view to the best interests of the Corporation; and
 - Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 4.28 Duties – The duties of Directors that are also not Officers are as follows:
- The Treasurer will keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the

management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets and will perform such other duties as may from time to time be established by the Board.

- b) The Technical Chair will be responsible for all testing of Provincial Referees, will maintain an up to date list of SPA Provincial, National and International referees, will work with meet directors to ensure appropriate referees are in place at all SPA sanctioned competitions, shall be a minimum of a CANPL National referee in good standing, will keep in constant communication with the CANPL Technical Committee concerning developments which involve referees and changes to the technical rules, and will perform such other duties as may from time to time be established by the Board.
- c) The Records Chair will maintain current Provincial records for all gender, age and weight categories, will create and deliver Provincial record certificates, will maintain current Provincial ranking lists, and will perform such other duties as may from time to time be established by the Board.
- d) The Registration Chair will maintain an up-to-date list of all classes of membership, will maintain an up-to-date list of all registered clubs within Saskatchewan, and will perform such other duties as may from time to time be established by the Board.
- e) The Social Media Chair will maintain current and up-to-date information on social media platforms where the association maintains accounts, including the website, regarding powerlifting events, news, and information, will organize and oversee a committee of social media volunteers to support the development of materials needed to promote the association on social media, will oversee social media content to ensure that materials are representative of the association, with no bias to clubs or individuals, and aligns with the policies on discrimination and harassment, and will perform such other duties as may from time to time be established by the Board.

Powers of the Board

4.29 Powers of the Corporation – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.30 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these Bylaws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, determine membership dues, and determine other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these Bylaws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President and Secretary.

- 5.2 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.
- a) The Past President will be the immediate past President of the Corporation appointed into the position for a one year term in the year immediately following the end of their term as President. The Past President will attend all meetings of the Board and the Members, unless determined otherwise by the Board of Directors of the Corporation. The Past President will not have a vote at meetings of the Board of Directors.
- 5.3 Duties – The duties of Officers who are also Directors are as follows:
- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- f) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- g) The Secretary will be responsible for the documentation of all amendments to the Corporation's Bylaws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- 5.4 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.
- 5.5 Vacancy – Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board shall, by Ordinary Resolution, appoint a Director to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice President shall become President and the Board shall appoint a Director to fill the position of Vice President. In either case, once the appointments are made and there have become open Director positions, the Board shall follow these Bylaws for filling a Director vacancy.

ARTICLE VI: COMMITTEES AND APPOINTMENTS

- 6.1 Executive Committee – The Corporation will have an Executive Committee composed of the Officers. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Corporation's policies and procedures and make decisions on behalf of the Board of Directors during intervals between meetings of the Board. Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board.
- 6.2 Appointment of other Committees – The Executive Committee may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions. Committee members may be members of the Board or any qualified individual as determined by the Executive Committee.



- 6.1 Vacancy – When a vacancy occurs on any Committee, the Executive Committee may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.
- 6.2 President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Corporation.
- 6.3 Removal – The Executive Committee may remove any member of any Committee and any such decision is not subject to appeal.
- 6.4 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII: FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be September 1st to August 31st.
- 7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation.
- 7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
 - a) The financial statements;
 - b) The auditor’s report or review engagement (if any); and
 - c) Any further information respecting the financial position of the Corporation.
- 7.5 Books and Records – The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
 - a) The Corporation’s articles and Bylaws;
 - b) The minutes of meetings of the Members and of any committee of Members;
 - c) The resolutions of the Members and of any committee of Members;
 - d) The minutes of meetings of the Directors or any committee of Directors;
 - e) The resolutions of the Directors and of any committee of Directors;
 - f) A register of Directors;
 - g) A register of Officers;
 - h) A register of Members; and
 - i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.
- 7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and

assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by the President, Vice-President or Secretary. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

- 7.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.8 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.
- 7.9 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

- 7.10 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.

Conflict of Interest

- 7.11 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will remove themselves physically from the discussion and will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII: AMENDMENT to the ARTICLES, BYLAWS and POLICIES

- 8.1 Articles – In accordance with the Act, any Member may submit proposals to amend, revise, repeal or add to the Articles of Incorporation of the Corporation. Amendments, revisions, repeals or additions to the Articles of the Corporation may be made only by 75% majority of the Member votes cast at the meeting at which the proposed amendment, revision, repeal or addition is made. An amendment, revision, repeal or addition is effective on the day shown on the certificate of amendment issued by the Corporations branch of the Government of Saskatchewan.
- 8.2 Bylaws - In accordance with the Act, any Member may submit proposals to amend, revise, repeal or add to the Bylaws of the Corporation. Amendments, revisions, repeals or additions to the Bylaws may be made only by 75% majority of the Member votes cast at the meeting at which the proposed amendment, revision, repeal or addition is made. An amendment, revision, repeal or addition is effective on the day of the meeting of members where it is passed.
- 8.3 Policies - The Board shall be charged with developing, proposing and maintaining policies of the Corporation. Such policies shall not be inconsistent with the Articles or Bylaws of the Corporation.

- a) The Board may from time-to-time adopt policies or amend existing policies by resolution. These policies shall take effect immediately upon adoption or as otherwise specified by the board.
- b) Policies adopted or amended by the Board shall remain in effect until they are further amended or repealed by the Board. Member approval is not required for the adoption, amendment, or repeal of policies.
- c) All policy decisions of the Board shall be passed by 75% majority of Directors present at a duly called meeting of the Board.
- d) All adopted or amended policies shall be posted on the Corporation's website & emailed to members within 30 days of the meeting at which they are approved.

ARTICLE IX: NOTICE

- 9.1 Written Notice – In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked
- 9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE X: DISSOLUTION

- 10.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

ARTICLE XI: INDEMNIFICATION

- 11.1 Will Indemnify – 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 any individual who acts at the Corporation's request in a similar capacity.
- 11.2 Will Not Indemnify – 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:
 - a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b) 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.
- 11.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.



ARTICLE XII: FUNDAMENTAL CHANGES

- 12.1 Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the Bylaws or Articles of the Corporation. Fundamental Changes are defined as follows:
- a) Change the Corporation's name;
 - b) Add, change or remove any restriction on the activities that the Corporation may carry on;
 - c) Create a new category of Members;
 - d) Change a condition required for being a Member;
 - e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
 - f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
 - g) Add, change or remove a provision respecting the transfer of a membership;
 - h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
 - i) Change the purposes of the Corporation;
 - j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
 - k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - l) Change the method of voting by Members not in attendance at a meeting of the Members; or
 - m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XIII: ADOPTION OF THESE BYLAWS

13.1 Ratification – These Bylaws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on October 22, 2022.

13.2 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.