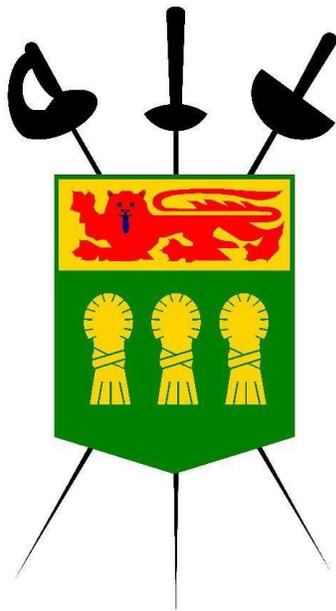


**Saskatchewan Fencing  
Association**  
**Bylaws**  
**(Revised May 2023)**



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## SASKATCHEWAN FENCING ASSOCIATION BYLAWS

WHEREAS the Saskatchewan Fencing Association Inc. (“SFA”) was incorporated under *The Non-Profit Corporations Act* of the Government of Saskatchewan;

AND WHEREAS the Association is empowered under the Act to make Bylaws;

THEREFORE the following are the Bylaws of the Association:

### 1. PURPOSE AND OBJECTIVES:

The Mission of the Saskatchewan Fencing Association:

*Creating opportunities within the sport of fencing*

The Objectives of the Association are:

- 1.1 To support Saskatchewan Athletes in achieving their potentials in the sport of fencing
- 1.2 To increase participation, accessibility and inclusivity in fencing in Saskatchewan
- 1.3 To encourage the development of organized fencing clubs in Saskatchewan
- 1.4 To raise the standard of fencing in Saskatchewan
- 1.5 To further the ideals of sportsmanship
- 1.6 To cooperate with other organizations to promote sport in Saskatchewan.

### 2. AFFILIATIONS

- 2.1 The Association shall be a member of Sask Sport
- 2.2 The Association shall be a member of the Saskatchewan Sports Hall of Fame and Museum
- 2.3 The Association shall be a branch member of the Canadian Fencing Federation (CFF) as defined by the Bylaws and Rules and Regulations of that organization.
- 2.4 Member Clubs of the Association shall be a member of the Canadian Fencing Federation (CFF) as defined by the Bylaws and Rules and Regulations of that organization.
- 2.5 Individual Regular and Supporting Members of the Association shall be a member of the Canadian Fencing Federation (CFF) as defined by the Bylaws and Rules and Regulations of that organization.

### 3. BUSINESS OF THE ASSOCIATION

- 3.1 The head office of the Association shall be located at such a place in the Province of Saskatchewan as determined by the Board.

- 3.2 The financial year of the Association shall be determined by resolution of the Board and failing a resolution of the Board, it will be the twelve-month period ending June 30th in each year.
- 3.3 The Directors are responsible to direct and control the entire organization through the process of governance. It designs its own governance policies, creates and maintains its own strategic plan, delegates management authority to the Executive Director and monitors performance and measures result.
- 3.4 The majority of Directors of the Association shall constitute a quorum at any meeting of the Board.
- 3.5 The Board of Directors shall meet regularly throughout the year to ensure the responsibilities of the Directors are achieved.
- 3.6 Except as provided in these bylaws, Robert's Rules of Order shall be followed at all meetings of the Association.

#### 4. MEMBERSHIP

- 4.1 The membership of the Association shall consist of:

Any Club that is formed in Saskatchewan for the purpose of participating in fencing, and having at least (2) individual members, shall be eligible to apply for Club Membership. Such application to be submitted on the forms provided from the Association and accompanied by the necessary fees. The application shall be reviewed by the Board of Directors for approval. Upon approval Member Clubs become members of the Canadian Fencing Federation (CFF) through registration by the SFA.

Any person may become a member of the Association upon application for a membership in a Member Club, payment of the prescribed membership fee for the Club and the Association, and registration with the Association by the Member Club. The application shall be reviewed by the Board of Directors for approval.

An individual will compete for the club they are registered with and follow the CFF Rules and Regulations regarding transfers and school participation on school teams.

##### Voting Membership

###### 4.1.1 Club

A club with at least five (5) individual members in the Regular category shall have its voting rights.

##### Non-Voting Membership

###### 4.1.2 Club

A club with at least two (2) individual members but less than five (5) members in the Regular category will be accepted for membership without voting rights.

###### 4.1.3 Individual

**Regular Individual Member Means:**

Persons who register with a Member Club so as to be eligible 'to receive physical instruction at a fencing club', 'to participate in physical activity at a fencing club', 'to enter fencing competitions', and such other definitions as may be decided from time to time by the Board of Directors of the SFA.

**Recreational Member Means:**

Persons who register with a Member Club so as to be eligible 'to receive physical instruction by a fencing club and 'to participate in physical activity with a fencing club' in an introductory/beginner level clinic/class/course on the sport of fencing, and are NOT permitted to participate in any SFA or CFF sanctioned event, with the exception of U10 and U13 fencers are permitted to participate in non-CFF sanctioned SFA events as permitted by the rules of the tournament as listed on the tournament entry/registration form.

NOTE: Persons who participate in an introductory/beginner level fencing "camp" or "day camp" as organized by a Member Club so as to be eligible 'to receive physical instruction by a fencing club' and 'to participate in physical activity with a fencing club' shall register in the RECREATIONAL category at a discounted rate of 50% of regular fee. A "camp" or "day camp" is defined as four (4) to ten (10) hours of receiving corresponding instruction.

**Supporting Member Means:**

Persons who register with a Member Club so as to support the objectives of the Association. Supporting members shall not be eligible to participate athletically in the sport of fencing and shall be limited to participation as a coach, Board Member of a Member Club and/or the SFA, referee and volunteer.

- 4.2 Every member shall comply with the Bylaws and Rules and Regulations of the Association.
- 4.3 Any violation of the Bylaws, the Rules and Regulations or the Code of Conduct by a member may result in action under the discipline policy of the Association and ultimately suspension or expulsion from the Association, following an appropriate hearing as indicated in *Not for Profit Act* of Saskatchewan. In the event a member is suspended or expelled they may appeal the decision through provisions made in the Rules and Regulations under the Appeal Policy. "risk management – Non profit act indicates hearing is available. Rules and regs must have reasons for expulsions and for appeal process." "May expand to policy, procedures, codes of conduct" "Make specific reference to the discipline policy and tie this in."
- 4.4 Members fees shall be set by the Board of Directors, from time to time, and confirmed by the voting membership at the next Annual Meeting. The membership year shall coincide with the Association's fiscal year, unless otherwise identified in the Rules and Regulations of the Association. Membership fees are due as per procedure outlined in the Rules and Regulations.

## 5. BOARD OF DIRECTORS

- 5.1 Up to eight (8) Directors at Large shall be chosen by simple majority vote of the Voting Club members at the Annual General Meeting. The Athlete Representative makes up the ninth (9<sup>th</sup>) Director. The Athlete Representative shall be voted in by the members of the Provincial Team

as per Appendix "P" of the Rules and Regulations. Four (4) of the directors at Large shall be elected in even number years and the remaining four (4) directors at Large and the Athlete Representative shall be elected in odd number years. The Past Chairperson makes up the tenth (10th) Director, in which no election is required as the Chairperson automatically assumes this role after their two-year term as Chairperson.

The eight (8) directors at Large, Athlete Representative and Past Chairperson shall complete the make up of the Board of Directors.

- 5.2 Directors shall be chosen from the Individual Members of the Association. Directors must be 18 years of age. The exception is the Athlete Representative who must be 16 years of age.
- 5.3 In situations where more than one member of an immediate family is interested in serving on the board, only one member would be eligible to be a director due to the perceived conflict of interest. Immediate family includes: spouse (definition is not necessarily confined to the legal definition), or the parent, grandparent, child, brother or sister, niece/nephew or grandchild of the director or the director's spouse.
- 5.4 The term of all Directors shall be two years and they shall be eligible for two additional terms immediately, up to six (6) years. If the Chairperson is in their third term, they shall be eligible for an additional two (2) year term immediately to fulfill the role of Past Chairperson. Directors may be reappointed or elected after a one-year absence from the Board.
- 5.5 If a vacancy on the Board occurs by reason of a resignation of a Director at Large, then remaining Directors shall appoint a new Director for the completion of the term by a majority vote. Additional directors may be appointed in at a regular BOD meeting by the current directors to fill vacancies to a full allotment of 8 directors. The Director(s) will be appointed on an interim basis, with their position vacated and open for election at the next AGM.
- 5.6 The Association may, by special resolution of voting members and 2/3rds majority vote, remove any Director before the expiration of their term of office and may request to elect another person for the completion the term.

## 6. DUTIES AND RESPONSIBILITIES OF THE DIRECTORS

### 6.1 Directors Responsibilities:

- 6.1.1 Participate in the governance process of the Board;
- 6.1.2 Share in the responsibilities of the Board of Directors;
- 6.1.3 Represent accurately and support the official positions and decisions of the Board when interacting with the stakeholders and the public;
- 6.1.4 Participate in an orientation program of the Association and the bylaws, rules and regulations and multiyear strategic plan of the organization;
- 6.1.5 Read reports and study materials provided for preparation of Board meetings prior to the meeting;
- 6.1.6 Have an ongoing interest in the affairs of the Board and undertake other assignments in support of the work of the Association;
- 6.1.7 Attend all board meetings and meetings of committees of which they are a member or to indicate to the Board or Committee Chairperson the reason for their inability to attend. Directors who fail to attend two meetings of the Board in the fiscal year and/or three consecutive meetings may be asked by the Directors to leave the Board;
- 6.1.8 Participate actively in discussion and the decision-making process;
- 6.1.9 Act honestly and in good faith with a view to best interests of the Association

and show the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- 6.2 Directors shall serve without remuneration of any kind and no Director shall, directly or indirectly, receive any benefits from their position with the exception of reimbursement of reasonable expenses incurred in the performance of Director's duties.
- 6.3 If any Director has any personal or corporate interest in any matter other than the best interest for the welfare of the Association, there is a potential conflict of interest and that Director must remove themselves from discussions.
- 6.4 The Directors shall establish terms of reference and membership of any required committees, provide resources for committee functions and ensure committee reporting procedures.
- 6.5 All Directors of the Association shall be required to sign the Director Agreement before assuming their duties.
- 6.6 Any violation of the Director Agreement shall be reported to the Board of Directors in writing. Violation of the Director Agreement may result in removal from the Board, prohibition of re-election to the Board of Director and/or revocation of membership, as outlined in the Rules and Regulations.

## 7. OFFICERS

- 7.1 The Officers of the Association shall consist of the Chairperson, Vice-Chair Administration, Vice-Chair Technical, Vice-Chair Financial, Vice-Chair Marketing & Communications and Athlete Representative.
- 7.2 The Officers shall be elected by the Directors at the first Board meeting of the fiscal year or at any subsequent BOD meeting if interim directors are added other than during the AGM. Except in the case of the Chairperson and the Athlete Representative. The Chairperson of the Association shall be elected by the Board of Directors for a two-year term. The Chairperson must be nominated from one of the eight (8) Directors at Large and cannot be the Past Chairperson.
- 7.3 The Board of Directors may ask any Officer for their resignation if they fail to attend two meetings of the Board within a fiscal year or three (3) consecutive meetings without a legitimate cause.
- 7.4 Any Officer may be removed from office by a two-thirds majority vote of the remaining Directors.
- 7.5 At the written request of any three Directors, the Chairperson shall, as soon as practical, call a meeting of the Board of Directors.

### Chairperson

- 7.6 The Chairperson shall:
  - 7.6.1 lead the governance process including the preparation of the agenda, ensure the flow of relevant governance information, and Chair the meetings of the Board;
  - 7.6.2 have no vote except in the case of a tie;
  - 7.6.3 lead the process of delegating authority and responsibility to the Executive Director;
  - 7.6.4 lead the process of designing and maintaining board structure and process;
  - 7.6.5 lead the strategic planning process;
  - 7.6.6 shall be an ex-official member of all committees and any sub-committees of the Association;
  - 7.6.7 act as the official spokesperson of the organization to the stakeholders and the public;

7.6.8 lead in the process of monitoring and measuring including an evaluation of the strategic results, the annual review of the performance of the Board, the individual Directors, the Executive Director, and a process of evaluation of the Board.

#### Past Chairperson

7.7 The Past Chairperson shall serve a two-year term as a member of the Board immediately following their term as Board Chair. This is not an elected position.

7.7.1 The Past Chairperson may become the acting Chair at the request of the Board Chairperson or the Board themselves. While serving as the acting Board Chair, the Past Chairperson shall function with the same responsibilities as the Board Chair. When not acting as the Board Chair, the Past Chairperson shall actively participate in discussion and debate and share in the decision-making process. This includes having a vote in all decision-making motions, the same as any other Director.

#### Vice-Chair Administration

7.8 The Vice-Chair Administration is elected for a one-year term, commencing at the end of the meeting at which the election took place.

7.8.1 The Vice-Chair Administration shall be responsible for the recording of the proceedings of all Board Meetings and forward them to the ED within one week of the meeting for distribution to the Directors;

7.8.2 The responsibilities of the Vice-Chair Administration may be carried out, in whole or in part, by staff of the organization; however, the Vice-Chair Administration still has the obligation to oversee that these responsibilities are adhered to.

#### Vice-Chair Finance

7.9 The Vice-Chair Finance is elected for a one-year term, commencing at the end of the meeting at which the election took place.

7.9.1 The Vice-Chair Finance shall have oversight of the Association funds and securities and shall review full and accurate accounts of receipts and disbursements in books belonging to the Association

7.9.2 shall review and oversee the deposit of all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the directors from time to time

7.9.3 shall monitor/review the disbursement of the funds of the Association

7.9.4 shall review reports rendered of all transactions completed and of the financial position of the Association prior to all meetings of the Association

7.9.5 ensure a detailed set of financial statements as audited by the appointed auditors for the SFA has been prepared for circulation at the Annual General Meeting.

7.9.6 ensure a budget covering general SFA purposes for the ensuing year has been prepared for consideration at the Spring Meeting.

7.9.7 shall be responsible, in concert with the ED, for recommending an auditor for the Association

#### Vice-Chair Technical

7.10 The Vice-Chair Technical is elected for a one-year term, commencing at the end of the meeting at which the election took place.

7.10.1 shall perform the duties and exercise the powers of the Chairperson in their absence or inability to act and in the absence of the Past Chairperson or their inability to act

7.10.2 shall be responsible for overseeing the technical development and operations of the Association.

#### Vice-Chair Marketing & Communications

7.11 The Vice-Chair Marketing & Communications is elected for a one-year term, commencing at the end of the meeting at which the election took place.

7.11.1 shall be responsible for overseeing the development and implementation of the annual communications plan for: recruiting of new fencers, marketing the Association, and assisting with local club marketing and promotion

7.11.2 shall be responsible for overseeing all aspects of the content, organization and production of the SFA website and all social media platforms. Ensure that these communication tools are updated in a timely fashion.

#### Athlete Representative

7.12 The Athlete Representative is elected to a two-year term by the members of the Provincial team.

7.12.1 Shall represent the regular member fencers of Saskatchewan at all meetings of the Board, at the AGM of the Association, and all other meetings required.

## 8. COMMITTEES AND THEIR RESPONSIBILITIES

8.1 The chair of the standing committees shall be from the officers of the Board of Directors, as indicated under the specific committees. A committee chair may be removed by a two-thirds majority vote of the remaining directors.

8.2 Remaining committee members shall be Individual Members of the Association. The Chairperson of the Association will be a non-voting ex-officio member of all committees, except the Nominations Committee. In the event special skills or expertise is required, the Committee Chair may recruit committee members who are not currently individual members of the Association. Committee members may be removed by a two-thirds majority vote of the remaining committee members.

8.3 All committees shall hold meetings as necessary, called by the Chair of the Committee with at least 7 days notice to all committee members. Such notice may be waived with agreement of all committee members.

8.4 The Chair of each committee shall insure accurate minutes are kept of each meeting. A complete report of all activities of the committee shall be submitted to the ED and Vice-Chair Administration in time for circulation for the Annual General Meeting and the Spring Meeting.

8.5 A simple majority of the committee members shall constitute a quorum of the committee. Decisions shall be made by a majority of those present at the committee meeting.

8.6 Where a Committee Member finds themselves in a conflict of interest position, they shall abstain from discussion and voting relating to the matter from which conflict arises. In the event that there are less than two Committee Members not in conflict of interest, or in the event that the Committee Members remaining in the discussion are unable to reach a decision relating to the matter from which the conflict arises, the Chairperson of the Association shall

decide the matter. In the event that the Chairperson also finds themselves in a conflict of interest position, the Board of Directors shall consider and render a decision on the matter from which the conflict arises.

#### Standing Committees of the Association:

##### Membership and Relations Committee

- 8.7 The Committee shall form and meet only if needed when a complaint or appeal is received by the ED of the Association and shall disband once the complaint is resolved.
- 8.7.1 The Committee Chair will be the Vice-President of Marketing & Communications in even years and the Vice-President of Technical in the odd years
- 8.7.2 The remaining members of the Committee will include one delegate from each of the remaining voting Member Clubs, to be appointed by the Voting Member Club at the time the committee is formed. No more than one member from each club shall be on the committee.
- 8.7.3 The Committee responsibilities shall include:
- 8.7.3.1 Receive complaints and appeals in reference to membership and Association problems.
  - 8.7.3.2 Draft policy recommendations for the consideration of the Board regarding membership categories, criteria and registration procedures when requested by the Board
  - 8.7.3.3 Draft recommendations for the consideration of the Board regarding ways to increase and maintain membership when requested by the Board
  - 8.7.3.4 Draft guidelines, time limits, penalties, and general procedures for Association Relation activities when requested by the Board
  - 8.7.3.5 Use the process outlined in the Rules and Regulations – Discipline and Complaints Policy for the handling of complaints and appeals concerning the Members and the Association

##### Nominations/Governance Committee

- 8.8 The Committee Chair will be the Vice-Chair Administration.
- 8.8.1 The remaining members of the Committee shall include one delegate of each of the remaining voting Member Clubs, to be appointed by the Voting Member Club, at the time the committee is formed. No more than one delegate from each club shall be on the Committee.
- 8.8.2 The Committee shall be formed at the Spring Meeting each year and disbanded at the beginning of the Spring Meeting the following year
- 8.8.3 The Committee responsibilities shall include:
- 8.8.3.1 Develop criteria/qualifications for prospective Directors and Committee members
  - 8.8.3.2 Canvas nominations and ensure they are eligible for membership on the appropriate committee or Board of Directors
  - 8.8.3.3 Maintain a list of elected incumbents and their term
  - 8.8.3.4 Forward all valid nominations to the SFA office in time for distribution to the membership for the Annual General Meeting

8.8.3.5 Maintain confidentiality of the Committee deliberations

8.8.3.6 Use the process outlined in the Rules and Regulations in performing their responsibilities

## 9. FINANCES

- 9.1 The Directors shall be responsible and accountable for the finances of the Association and all operating funds of the Association.
- 9.2 All operating funds of the Association shall be placed and kept in an account approved by the Directors.
- 9.3 All types of payments to be made by the Association shall be signed by at least two signatures (of only one can be staff) as designated by the Directors.
- 9.4 The Board of Directors is authorized to place funds of the Association in such investment programs, securities and properties as the Directors feel are advantageous to the Association, and adhere to the SFA Banking and Investment Policy.
- 9.5 The Board and/or Staff shall not fail to insure against theft, fire and casualty losses to at least replacement value minus the deductible amount, and against liability losses to Directors, staff or the organization itself in an amount equal to or greater than the average for comparable organizations.

## 10. CUSTODY AND USE OF SEAL

- 10.1 The seal of the Association shall be in the custody of the Chairperson or such other Director or office of the Association that the Chairperson may designate.
- 10.2 All papers or documents required to be sealed on behalf of the Association shall be sealed in the presence of the Chairperson of the Board of Directors and at least one other Director or such other persons as the Directors may designate.

## 11. AUDIT

- 11.1 An auditor shall be appointed by the Members at the Annual General Meeting.

## 12. AMENDMENT OF BYLAWS

- 12.1 Bylaws of the Association may be amended by the Members at the Annual General Meeting or any special of the members.
- 12.2 The Board of Directors may amend or adopt a Bylaw at any time. The amendment or adoption must be presented for approval at the next Annual General Meeting or special meeting of the mebers.
- 12.3 Amendments to the Bylaws shall become effective immediately upon their adoption by the Board and remain in affect until adopted or rejected by th members at a special meeting or annual meeting. unless the motion to amend the said Bylaw, provides otherwise.

## 13. ANNUAL GENERAL MEETING OF MEMBERS

- 13.1 The Annual General Meeting (AGM) of the Saskatchewan Fencing Association shall be held at least once a year at a time and place, such place may include an electronic meeting held by audio, video or combination of both, as the Directors may designate. The Annual General Meeting shall be held in September unless extenuating circumstances arise. The meeting shall be held within 120 days after the fiscal year end of the Association.

- 13.2 A Spring Meeting (SM) shall be held in the month of April or May at a time and place as the Directors may designate, such place may include an electronic meeting held by audio, video or combination of both.
- 13.3 A special general meeting may be called by the Chairperson as and when they consider it necessary. The Chairperson shall call a special general meeting when requested to do so in writing by a majority of the directors or by at least two Voting Member Clubs. Such meeting to be held at the Head Office unless otherwise stated, such place may include an electronic meeting held by audio, video or combination of both.
- 13.4 Each Voting Club Member and Directors of the Association shall receive thirty (30) days written notice of the AGM or SM of the Association. Fourteen (14) days prior notice shall be given to each Voting Club Member and Directors of a special general meeting. In addition, meeting notice covered in this section will be posted to the SFA website.
- 13.5 A quorum shall be a majority of the Voting Club Members present via audio, video or in person at the meeting.
- 13.6 Except where a written statement is submitted by a director pursuant to subsection 97(2) of *The Non-profits Corporations Act, 1995* or by an auditor pursuant to subsection 156(5) of *The Non-profits Corporations Act, 1995*:
- (a) a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members; and
- (b) a resolution in writing dealing with all matters required by *The Non-profits Corporations Act, 1995* to be dealt with at a meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of this Act relating to meetings of members.
- (c) A copy of every resolution mentioned in section 13.6 shall be kept with the minutes of the meetings of members.

### Voting

- 13.7 Proxy votes are permissible at the Annual General Meeting, Spring Meeting and special meetings providing they are in writing and forwarded to the Chairperson of the Board prior to the Annual General Meeting.
- 13.8 The votes of the Voting Club Members at the Annual General Meeting, based on the current year membership registered with the SFA office thirty days prior to the date of the meeting, shall be allocated as follows:

Number of Regular Members	Number of Votes
0 to 4	0
5 to 49	1
50 to 99	2
100 to 149	3
150 and above	4

- 13.8.1 Voting shall be by ballot in the case of election of directors and by show of hands in other cases except where a ballot is requested as outlined in *The Non-profits Corporations*

*Act, 1995.* If attending by audio means, voting by verbal response shall occur. If attending via video means, show of hands would be acceptable, ballot would be accepted over private chat function of video platform, if available.

#### 13.8.2 Voting by Ballot

13.8.2.1 The Board of Directors shall prescribe the form of the ballot, which shall contain instructions to vote as set out in these bylaws or in the Rules and Regulations of the Association, on which the names of all nominees or the clearly stated question is placed.

13.8.2.2 A ballot paper clearly stating the question and or the nominees and with a space for the voter's response, a ballot envelope together with an envelope addressed to the Association shall be sent to each eligible voter at the same time as the notice of motions and audited financial statements.

13.8.2.3 The voter shall be instructed to return the ballot in the following manner:

- i) Mark the ballot and place it in the envelope provided.
- ii) Seal the envelope. Make no marks on the envelope.
- iii) Return the sealed ballot envelope in the second envelope provided on which should be your name and address, by mail or deposit at the meeting, at or before the time the vote is called.

13.8.2.4 The person in charge of the voting, upon receipt of returned ballots, shall:

- i) Check off the voter's name from a list maintained for that purpose.
- ii) Remove the ballot envelope and destroy the outer or mailing envelope.
- iii) Retain the sealed ballot envelopes, unopened, until after the deadline.
- iv) Open the envelopes, count the ballots, and report the results, after the deadline.

13.8.3 If at close of nominations at the Spring Meeting and/or Annual General Meeting, there remains only one nominee, the nominee shall be declared elected.

13.9 At all meetings of members of the Association every question shall be determined by a majority of votes unless otherwise specifically provided by the *The Non-profits Corporations Act, 1995.*, The By-laws of the Association or the Rules and Regulations of the Association.

#### Business of General Meetings of the Association

13.10 At all general meetings of the Association the following shall be the Order of Business:

- Roll Call – to confirm quorum
- Approval of Agenda
- Approval of previous meeting minutes
- Review of Officer, ED and employee reports
- Review of Club reports (Spring meeting only)
- Resolutions and Motions
- Elections and Appointments
- Adjournment

13.11 A written agenda shall be circulated along with the notice of meeting when such notice is given in writing according to the Rules and Regulations.

- 13.12 All notices of motion shall be submitted in written form to the Office of the Association at least twenty-one (21) days prior to a meeting. The Office shall distribute these notices of motion to the Directors and Delegates not later than fourteen (14) days before the meeting.
- 13.13 The Office shall distribute the Audited Financial Statements to the Directors and Delegates not later than fourteen (14) days before the Annual General Meeting.
- 13.14 Minutes shall be submitted to the Voting Members no later than four (4) weeks after the Spring Meeting and/or Annual General Meeting. Upon acceptance of the minutes, all related reports and amendments shall be kept on file together at the SFA office as a complete record of the Spring and/or Annual General Meeting.

#### 14. INDEMNITY

- 14.1 Where a Director or Officer, past or present acts honestly, in good faith and in the best interests of the Association, the Association shall indemnify him or her for all claims, costs and expenses that he or she may incur up to the maximum amount of Directors & Officers liability insurance coverage held by the Association. The Director or Officer, past or present must have reasonable grounds for believing the conduct was lawful if there is criminal or administrative proceedings.

#### 15. DISSOLUTION

- 15.1 Subject to the provisions of *The Non-profits Corporations Act, 1995*, on dissolution or winding up of the Association, the property and assets shall, after payment of all liabilities, be transferred to one or more charitable corporations as may be decided by the Directors.