

**ARTICLES OF ASSOCIATION
OF
SPORT NEWFOUNDLAND AND LABRADOR**

ARTICLE (1) NAME

The Corporate name of the Federation shall be “Sport Newfoundland and Labrador” (hereinafter referred to as the “Federation”).

ARTICLE (2) HEAD OFFICE

The Head Office of the Federation shall be located in the Metro Area of St. John’s in the Province of Newfoundland and Labrador.

ARTICLE (3) OBJECTS

The Federation is established for the purpose expressed and set forth in the Memorandum of Association.

ARTICLE (4) MEMBERSHIP

- (a) There shall be four classes of membership, that is to say:
 - Active Members,
 - Associate Members,
 - Provisional Members, and
 - Honorary Members.

- (b) The Active Membership shall consist of:
 - (1) the governing body of each amateur sport organization, existing in the Province of Newfoundland and Labrador, which has been recognized and approved by the Board of Directors; and
 - (2) each member of the Board of Directors of the Federation.

- (c) The Associate Membership shall consist of such other Newfoundland and Labrador organizations active in or participating in or having an interest in an amateur sport or sports but who are not the Governing Body of an amateur sport or sports in Newfoundland and Labrador and as approved by the Board of Directors.

- (d) The Provisional Membership shall consist of all members that do not meet the criteria set forth under “Active” or “Associate” membership. Provisional Members may apply for Active or Associate Membership status at any time. Provisional Members will receive the services of the Federation, yet not at the level of Active or Associate Members. Provisional Membership shall not be extended beyond two years.

- (e) Honorary Membership may be accorded to individuals interested in the promotion of the objects of the Federation and shall be appointed by the Board of Directors from year to year and to hold such honorary positions as designated by the Board of Directors at the time of the appointment.

- (f) Applicants for membership, as either Active Members, Associate Members or Provisional Members, shall make application to the Federation’s Secretary, in writing, and upon acceptance of the application by the Board of Directors, and the payment of the prescribed fee, shall be deemed members of the Federation as either an Active Member, Associate Member or as a Provisional Member as the Board of Directors in its sole discretion shall decide.

- (g) The membership classification of any member may change, for sufficient reason, by means of special resolution of the Board of Directors.

- (h) A member may terminate its membership in the Federation by giving written notice to the Secretary of the Federation.
- (i) The Federation by a resolution approved by two-thirds majority of those present at an Annual Meeting, General Meeting or Special General Meeting duly called for that purpose may terminate the membership of any member for sufficient reason and notice of such termination shall be communicated to the member by the Secretary.
- (j) Upon termination of membership, there shall be no refund of the membership fee paid or any part thereof.
- (k) Upon termination of the term of office of the President of the Federation he/she shall be enrolled for life in a special category of membership to be known as The Past-President's Council.

ARTICLE (5) FEES

- (a) The membership fee for Active Members, Associate Members and Provisional Members shall be prescribed by the Board of Directors.
- (b) The membership fee shall be paid at or before the date of the Annual Meeting in each and every year and in the case of a new member the fee shall be paid at the time of application for membership.
- (c) Members of The Past-Presidents' Council shall not be required to pay a fee.

ARTICLE (6) MEETINGS (Annual, General and Special General)

- (a) The Federation shall hold its Annual General Meeting on the third Saturday of November at a location which will be determined by the Board of Directors.
- (b) Special Meetings of the Federation may be called by the President or in his/her absence by the First Vice-President or Second Vice-President at any time and shall be called by the Secretary upon written request of ten Active / Associate Members of the Federation.
- (c) Notice of every Annual Meeting, General Meeting or Special General Meeting shall be mailed and/or emailed to each member at least thirty days prior to the date of the meeting and shall outline briefly the purpose or purposes for which the meeting is being called.
- (d) At all meetings of the Federation forty percent (40%) of the Active / Associate Members of the Federation shall be considered a quorum.
- (e) Each Active Member, Associate Member or Provisional Member shall send, in writing, to the Secretary, the name of its duly accredited representative(s) or in his/her absence the alternate representative(s) to each and every Annual Meeting, General Meeting or Special General Meeting.
- (f) The Board of Directors shall have power to invite such persons as they may deem advisable to attend meetings as observers and consultants.
- (g) The President shall preside as Chairperson at all meetings of the Federation. In the absence of the President, the Vice-President, in order of seniority, shall preside as Chairperson.
- (h) At any meeting of the Federation, unless a poll is demanded by at least five members, a declaration by the Chairperson that a resolution or motion has been carried, and an entry made to that effect in the Minute Book, or other record of the proceedings of the Federation, shall be sufficient evidence of the fact, without proof of the manner or proportion of the voters recorded in favor of or against such resolution or motion.

- (i) If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairperson prescribes and the result of such poll or polls shall be deemed to be the resolution of the Federation in General Meeting. In the event of a tie vote the Chairperson of the meeting shall have a second and casting vote.

ARTICLE (7) VOTING

- (a) Each Active Member of the Federation, with the exception of the members of the Board of Directors, shall be entitled to two votes, at any Annual Meeting, General Meeting or Special General Meeting of the Federation. Such votes will be cast by the member's duly accredited representative(s) or in his/her absence by his/her duly accredited alternate(s).
- (b) All members of the Board of Directors shall be entitled to one vote at any Annual Meeting, General Meeting or Special General Meeting of the Federation.
- (c) Each Associate Member of the Federation shall be entitled to one vote, at any Annual Meeting, General Meeting or Special General Meeting of the Federation. Such vote will be cast by the member's duly accredited representative or in his/her absence by his/her duly accredited alternate.
- (d) Provisional Members shall not be entitled to a vote at any Federation meeting.
- (e) Honorary Members shall not be entitled to a vote at any Federation meeting.
- (f) There shall be no voting in proxy.
- (g) No member shall be entitled to vote at any meeting unless all monies due from it to the Federation have been paid.
- (h) The Past-Presidents' Council shall be entitled to one vote at any Annual Meeting, General Meeting or Special General Meeting of the Federation.

ARTICLE (8) OFFICERS

- (a) The officers of the Federation shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer.
- (b) The Officers of the Federation shall be elected by the Active / Associate Members of the Annual Meeting and shall hold office for a term of two (2) years. No officer shall be eligible to serve for more than four (4) consecutive years in the same office. The President, First Vice-President and Second Vice-President shall be elected in even years. The Secretary and Treasurer shall be elected in odd years.
- (c) An individual to be eligible for the office of President of the Federation shall not be an officer nor an employee of any sports governing body having jurisdiction in any Province / Territory of Canada, nor any National Sports Governing Body in Canada.

ARTICLE (9) DUTIES OF OFFICERS

- (a) The President shall preside at all meetings of the Federation and of the Board of Directors and in the event of a tie vote shall have a second and casting vote at all such meetings.
- (b) The Vice-President, in order of seniority, shall preside at meetings in the absence of the President and when acting as Chairperson at any meeting as aforesaid shall also have a second and casting vote, and otherwise shall assist the President when and as requested.
- (c) The Secretary shall give notice of all meetings of the Federation to members entitled hereto. The Secretary shall attend all meetings of the Board of Directors and all Annual Meetings, General Meetings and Special General Meetings of the Federation and shall keep proper

minutes of all such meetings. The Secretary shall keep a correct register of the members of the Federation and otherwise perform all other duties usually performed by that Secretary. The Secretary shall also be required to prepare an annual report which shall be submitted to the Annual Meeting of the Federation.

- (d) The Treasurer shall have custody of all funds of the Federation and shall make disbursements as ordered by the Board of Directors. The Treasurer shall keep the amount of the Federation, receive all funds belonging to the Federation and shall keep the same deposited in a chartered bank. The Treasurer shall collect the fees payable to members and any other monies and revenues accruing to the Federation and otherwise perform all other duties usually performed by that of a Treasurer. The Treasurer shall submit a report to the Annual Meeting together with the filing of the report of the Auditor of the Federation. The Treasurer shall render an accounting of all financial transactions at Annual Meetings, General Meetings and Special General Meetings and at meetings of the Board of Directors and shall exhibit the books of the Federation when called upon to do so. The Treasurer shall return to the Federation all books and papers belonging to his/her office upon retirement as Treasurer.

ARTICLE (10) BOARD OF DIRECTORS

- (a) The Board of Directors shall be comprised of the officers of the Federation (President, First Vice-President, Second Vice-President, Secretary and Treasurer), five Directors and the Immediate Past-President of the Federation.
- (b) The five Directors shall be elected at the Annual Meeting by the Active / Associate Members of the Federation and shall hold office for a two (2) year term. No Director shall be eligible to serve for more than four (4) consecutive years in the same office. Two (2) Directors shall be elected in even years. Three (3) Directors shall be elected in odd years.
- (c) A quorum for a meeting of the Board of Directors shall be seven.
- (d) The Board of Directors shall meet at the call of the President, or at the written request of any five members of the Board of Directors.
- (e) The Board of Directors is empowered to fill any vacancy which may occur in its ranks by the appointment of an Officer or Director who shall hold office until the next Annual General Meeting.
- (f) The Board of Directors shall meet not less than three times in each year and at such other times and places as they may deem necessary. Due notice of meetings shall be given and the notice shall indicate the purpose of the meeting.
- (g) An emergency meeting of the Board of Directors may be held at any time on short notice if specially called by the President of the Federation.
- (h) Any member of the Board of Directors shall cease to be a member of the Board of Directors thereof:
- (1) if he or she resigns in writing addressed to the Federation's Secretary; or
 - (2) if the Board of Directors by a resolution approved by a majority of not less than two-thirds of the members of the Board of Directors present at a duly convened meeting of the Board, shall resolve that such a member be retired.

ARTICLE (11) POWERS OF BOARD OF DIRECTORS

- (a) The management of the business and affairs of the Federation shall be vested in the Board of Directors who, in addition to the powers and authorities by these presets expressly conferred upon them, may exercise all such powers and do all acts and things on behalf of the Federation as may be exercised or done by the Federation in General Meeting, but subject to these presets and to any regulations from time to time made by the Federation in

General Meeting provided that no regulations so made shall invalidate any prior act of the Directors, which would have been valid if such regulations had not been made. Without restricting the generality of the foregoing, the duties of the Board of Directors shall be, inter alia, to administer, supervise, and otherwise to carry on the business and affairs of the Federation and to the final authority in all the affairs of the Federation except those specifically reserved to the Federation in General Meeting.

- (b) The Board of Directors may suspend or terminate membership of any member for just cause.
- (c) The Board of Directors may act notwithstanding any vacancy in its membership.
- (d) Subject to these presets and any regulations made from time to time by the Federation in General Meeting, the Board of Directors may make such rules and regulations as they deem necessary for carrying out the objects of the Federation and for better defining the duties of its Officers and Directors, agents, employees and committees and may later, amend, or repeal the same.
- (e) The Board of Directors shall consider all applications for membership and shall have authority to accept or reject same and otherwise to specify the category of membership.
- (f) The Board of Directors may appoint a General Manager as hereinafter provided.
- (g) The Board of Directors may establish such standing committees or special committees as in its sole discretion it deems advisable and may delegate to such committees such of its powers, duties, and functions as they shall deem necessary. The Board of Directors shall specify the terms of reference for any such committee. Membership on any such committee shall not be restricted to the members of the Board of Directors, nor must any such member necessarily be a member in good standing of any member of the Federation.
- (h) The Board of Directors shall be authorized and empowered to delegate to a Committee of the Board of Directors such of its powers, duties and functions as in its sole discretion it shall decide, for purposes of the management of the business and the affairs of the Board of Directors between meetings of the Board of Directors.
- (i) Without prejudice to the generality of the preceding paragraphs of this article, and merely by way of illustration, it is hereby declared that the Board of Directors shall have the following powers:
 - (1) to determine who shall be entitled to exercise the borrowing powers of the Federation and sign and execute on the Federation's behalf, bonds, debentures, mortgages, and all other like securities, bills, notes, receipts, acceptances, assignments, transfers, hypothecations;
 - (2) to purchase or otherwise acquire on behalf of the Federation any property rights or things which the Federation may purchase or acquire;
 - (3) to appoint, remove or suspend any of the employees of the Federation and to direct and control them and to fix and pay their remunerations;
 - (4) to enter into negotiations and agreements or contracts of any kind in relation to the business of the Federation, preliminary, conditional or final and to carry out, give effect to, modify, vary or resin the same;
 - (5) to appoint agents and attorneys for the Federation in Newfoundland and Labrador, and elsewhere, with such powers as may be thought fit;
 - (6) to pay any pension, gratuity, or compensation to any employee of the Federation or his/her widow/widower or children that may appear to be just and proper whether such employee, his/her widow/widower or children have or have not a legal claim upon the Federation and to establish benefit funds for and ensure the lives of the employees of the Federation;

- (7) to give receipts, releases and discharges on behalf of the Federation;
- (8) to invest and deal with any of the monies of the Federation not immediately required for the purpose of its affairs in and upon such shares, securities, and investments as they may think fit and to vary such investments or to realize the amount invested therein; and
- (9) from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Federation and raise or secure the repayment of such monies in such manner and upon such terms and conditions in all respects as they think fit and in particular by giving mortgages upon or by the issue of debentures, bonds or other securities of any kind charged upon all or any part of the undertaking properties and rights of the Federation both present and future, or by making, accepting, endorsing or executing any promissory notes, bills of exchange, or hypothecation.

ARTICLE (12) GENERAL MANAGER

- (a) The Board of Directors may appoint a General Manager and other personnel they deem necessary to carry out the objects of the Federation and the Board shall determine the conditions of employment and the salary or remuneration to be paid to the General Manager and any such personnel.
- (b) The Board of Directors shall determine the duties of the General Manager.
- (c) The Board of Directors may, by a resolution approved by a majority of not less than two-thirds of the members of the Board of Directors present at a duly convened meeting of the Board, remove the General Manager from the office.
- (d) The Board of Directors may from time to time in trust to and by resolution confer upon the General Manager for the time being all of such powers exercisable under these presets by the Board of Directors as they think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may either confer such powers either collateral with or to the exclusion of and in substitution for all or any of the powers of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ARTICLE (13) FINANCES

- (a) Subject to these presets, the finances of the Federation shall be responsibility of the Treasurer.
- (b) A detailed record of all monies received, receivable, paid and payable by the Federation shall be kept by the Treasurer in books of appropriate form.
- (c) Expenditures shall only be made by authority of the Board of Directors or General Manager.
- (d) All cheques drawn on the Federation funds shall be signed by two individuals and as determined by a resolution of the Board of Directors.
- (e) An auditor shall be appointed at the Annual Meeting whose duty it shall be to examine and sign the financial affairs of the Federation.
- (f) The fiscal year of the Federation shall be from the 1st day of April each year to the 31st day of March in the year following.

ARTICLE (14) CORPORATE SEAL

- (a) The Federation shall have a corporate seal, and the seal of the Federation shall have the words:- “Sport Newfoundland and Labrador” endorsed thereon.
- (b) The Directors shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Board of Directors or of a Committee of the Board of Directors empowered in that behalf and in the presence of two officers of the Federation at least, who shall sign every instrument to which the seal is affixed; deeds, bonds, and other instruments under the seal made on behalf of the Federation sealed with the common seal of the Federation and signed by two officers shall be deemed to be duly executed.

ARTICLE (15) NOMINATING COMMITTEE

- (a) There shall be a Nominating Committee consisting of a Chairperson and two other members. The Chairperson shall be the Immediate Past-President of the Federation. In the alternative, the Federation may at its discretion delegate to the Board of Directors the power to appoint the Nominating Committee and its Chairperson.
- (b) The Nominating Committee shall hold office until the conclusion of the Annual Meeting of the Federation.
- (c) Any individual shall be eligible for membership on the Nominating Committee, notwithstanding the fact that he/she may not be a member in good standing of any sports organization or be a member in good standing of any member of the Federation.
- (d) The Nominating Committee shall present its report to the Annual Meeting nominating individuals to the position of President, First Vice-President, Second Vice-President, and two (2) Directors in even years; and nominating individuals to the position of Secretary, Treasurer and three (3) Directors in odd years.
- (e) Nominations from the floor shall be permitted.
- (f) The Nominating Committee shall also nominate individuals to such other offices or positions, in addition to these in (d) herein, as requested by the Board of Directors.
- (g) The report of the Nominating Committee shall be forwarded to the Membership fourteen days prior to the date of the Annual General Meeting.
- (h) The report of the Nominating Committee shall outline the qualifications; ability, industry, and past history of involvement in sport, of candidates proposed for election to the Board of Directors.

ARTICLE (16) PAST-PRESIDENTS’ COUNCIL

- (a) The Past-Presidents’ Council shall consist of all persons who have served as President of the Federation and whose term has expired. Such persons shall be eligible for re-election to the Board of Directors without prejudice to their continuing membership in The Past-Presidents’ Council. Members of the Past-Presidents’ Council may act as consultants and advisors to the Board of Directors at its discretion, and may serve as an Honorary Chairperson, or member of any committee of the Board of Directors.

ARTICLE (17) AMENDMENTS

- (a) No change, amendment or alteration shall be made in any part of the Memorandum of Association or Articles of Association of the Federation, except at the Annual Meeting of the Federation. No change, amendment or alteration to the Articles of Association or Memorandum of Association shall be made unless notice thereof has been fully given to the Secretary of the Federation at least three weeks before the date fixed for the Annual

Meeting. Only Active Members and Associate Members, as hereinbefore defined, may propose changes, amendments or alterations to the Memorandum of Association and Articles of Association.

- (b) A copy of every proposed change or alteration or amendment shall be forwarded to the Secretary of the Federation. Such information will be sent to each member of the Federation and to all members of the Board of Directors within one week after receipt of same.
- (c) The Memorandum of Association or Articles of Association shall be amended only by a two-thirds majority present and voting at the Annual Meeting.

NOTE:

The above "ARTICLES OF ASSOCIATION OF SPORT NEWFOUNDLAND AND LABRADOR" was unanimously approved in its entirety at the November 16, 2019 Annual General Meeting of Sport Newfoundland and Labrador.

**BY-LAWS
OF
SPORT NEWFOUNDLAND AND LABRADOR**

ARTICLE (1) MEMBERSHIP

- (a) There shall be four classes of membership, that is to say:
 - Active Members,
 - Associate Members,
 - Provisional Members, and
 - Honorary Members.

- (b) The Active Membership shall consist of:
 - (1) the governing body of each amateur sport organization, existing in the Province of Newfoundland and Labrador, which has been recognized and approved by the Board of Directors; and
 - (2) each member of the Board of Directors of the Federation.

- (c) The Associate Membership shall consist of such other Newfoundland and Labrador organizations active in or participating in or having an interest in an amateur sport or sports but who are not the Governing Body of an amateur sport or sports in Newfoundland and Labrador and as approved by the Board of Directors.

- (d) The Provisional Membership shall consist of all members that do not meet the criteria set forth under “Active” or “Associate” membership. Provisional Members may apply for Active or Associate membership status at any time. Provisional Members will receive services of the Federation, yet not at the level of Active or Associate Members. Provisional Membership shall not be extended beyond two years.

- (e) Honorary Membership may be accorded to individuals interested in the promotion of the objects of the Federation and shall be appointed by the Board of Directors from year to year and to hold such honorary positions as designated by the Board of Directors at the time of the appointment.

- (f) Applicants for membership, as either Active Members, Associate Members or Provisional Members, shall make application to the Federation’s Secretary, in writing, and upon acceptance of the application by the Board of Directors, and the payment of the prescribed fee, shall be deemed members of the Federation as either an Active Member, Associate Member or as a Provisional Member as the Board of Directors in its sole discretion shall decide.

- (g) The membership classification of any member may change, for sufficient reason, by means of special resolution of the Board of Directors.

- (h) A member may terminate its membership in the Federation by giving written notice to the Federation’s Secretary.

- (i) The Federation by a resolution approved by two-thirds majority of those present at an Annual Meeting, General Meeting or Special General Meeting duly called for that purpose may terminate the membership of any member for sufficient reason and notice of such termination shall be communicated to the member by the Secretary.

- (j) Upon termination of membership, there shall be no refund of the membership fee paid or any part thereof.

- (k) Upon termination of the term of office of the President of the Federation he/she shall be enrolled for life in a special category of membership to be known as The Past-President’s Council.

ARTICLE (2) FEES

- (a) The membership fee for Active Members, Associate Members and Provisional Members shall be prescribed by the Board of Directors.
- (b) The membership fee shall be paid at or before the date of the Annual Meeting in each and every year and in the case of a new member the fee shall be paid at the time of application for membership.
- (c) Members of The Past-Presidents' Council shall not be required to pay a fee.

ARTICLE (3) MEETINGS (Annual, General and Special General)

- (a) The Federation shall hold its Annual General Meeting on the third Saturday of November at a location which will be determined by the Board of Directors.
- (b) Special Meetings of the Federation may be called by the President or in his/her absence by the First Vice-President or Second Vice-President at any time and shall be called by the Secretary upon written request of ten Active / Associate Members of the Federation.
- (c) Notice of every Annual Meeting, General Meeting or Special General Meeting shall be mailed and/or emailed to each member at least thirty days prior to the date of the meeting and shall outline briefly the purpose or purposes for which the meeting is being called.
- (d) At all meetings of the Federation, forty percent (40%) of the Active / Associate Members of the Federation shall be considered a quorum.
- (e) Each Active Member, Associate Member or Provisional Member shall send, in writing, to the Secretary, the name of its duly accredited representative(s) or in his/her absence the alternate representative(s) to each and every Annual Meeting, General Meeting or Special General Meeting.
- (f) The Board of Directors shall have power to invite such persons as they may deem advisable to attend meetings as observers and consultants.
- (g) The President shall preside as Chairperson at all meetings of the Federation. In the absence of the President, the Vice-President, in order of seniority shall preside as Chairperson.
- (h) At any meeting of the Federation, unless a poll is demanded by at least five members, a declaration by the Chairperson that a resolution or motion has been carried, and an entry made to that effect in the Minute Book, or other record of the proceedings of the Federation, shall be sufficient evidence of the fact, without proof of the manner or proportion of the voters recorded in favor of or against such resolution or motion.
- (i) If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairperson prescribes and the result of such poll or polls shall be deemed to be the resolution of the Federation in General Meeting. In the event of a tie vote the Chairperson of the meeting shall have a second and casting vote.

ARTICLE (4) VOTING

- (a) Each Active Member of the Federation, with the exception of the members of the Board of Directors, shall be entitled to two votes, at any Annual Meeting, General Meeting or Special General Meeting of the Federation. Such votes will be cast by the member's duly accredited representative(s) or in his/her absence by his/her duly accredited alternate(s).
- (b) All members of the Board of Directors shall be entitled to one vote at any Annual Meeting, General Meeting or Special General Meeting of the Federation.
- (c) Each Associate Member of the Federation shall be entitled to one vote, at any Annual Meeting, General Meeting or Special General Meeting of the Federation. Such vote will

be cast by the member's duly accredited representative or in his/her absence by his/her duly accredited alternate.

- (d) Provisional Members shall not be entitled to a vote at any Federation meeting.
- (e) Honorary Members shall not be entitled to a vote at any Federation meeting.
- (f) There shall be no voting in proxy.
- (g) No member shall be entitled to vote at any meeting unless all monies due from it to the Federation have been paid.
- (h) The Past-Presidents' Council shall be entitled to one vote at any Annual Meeting, General Meeting or Special General Meeting of the Federation.

ARTICLE (5) OFFICERS

- (a) The officers of the Federation shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer.
- (b) The Officers of the Federation shall be elected by the Active / Associate Members of the Annual Meeting and shall hold office for a term of two (2) years. No officer shall be eligible to serve for more than four (4) consecutive years in the same office. The President, First Vice-President and Second Vice-President shall be elected in even years. The Secretary and Treasurer shall be elected in odd years.
- (c) An individual to be eligible for the office of President of the Federation shall not be an officer nor an employee of any sports governing body having jurisdiction in any Province / Territory of Canada, nor any National Sports Governing Body in Canada.

ARTICLE (6) DUTIES OF OFFICERS

- (a) The President shall preside at all meetings of the Federation and of the Board of Directors and in the event of a tie vote shall have a second and casting vote at all such meetings.
- (b) The Vice-President, in order of seniority, shall preside at meetings in the absence of the President and when acting as Chairperson at any meeting as aforesaid shall also have a second and casting vote, and otherwise shall assist the President when and as requested.
- (c) The Secretary shall give notice of all meetings of the Federation to members entitled hereto. The Secretary shall attend all meetings of the Board of Directors and all Annual Meetings, General Meetings and Special General Meetings of the Federation and shall keep proper minutes of all such meetings. The Secretary shall keep a correct register of the members of the Federation and otherwise perform all other duties usually performed by that Secretary. The Secretary shall also be required to prepare an annual report which shall be submitted to the Annual Meeting of the Federation.
- (d) The Treasurer shall have custody of all funds of the Federation and shall make disbursements as ordered by the Board of Directors. The Treasurer shall keep the amount of the Federation, receive all funds belonging to the Federation and shall keep the same deposited in a chartered bank. The Treasurer shall collect the fees payable to members and any other monies and revenues accruing to the Federation and otherwise perform all other duties usually performed by that of a Treasurer. The Treasurer shall submit a report to the Annual Meeting together with the filing of the report of the Auditor of the Federation. The Treasurer shall render an accounting of all financial transactions at Annual Meetings, General Meetings and Special General Meetings and at meetings of the Board of Directors and shall exhibit the books of the Federation when called upon to do so. The Treasurer shall return to the Federation all books and papers belonging to his/her office upon retirement as Treasurer.

ARTICLE (7) BOARD OF DIRECTORS

- (a) The Board of Directors shall be comprised of the Officers of the Federation (President, First Vice-President, Second Vice-President, Secretary and Treasurer), five Directors and the Immediate Past-President of the Federation.
- (b) The five Directors shall be elected at the Annual Meeting by the Active / Associate Members of the Federation and shall hold office for a two (2) year term. No Director shall be eligible to serve for more than four (4) consecutive years in the same office. Two (2) Directors shall be elected in even years. Three (3) Directors shall be elected in odd years.
- (c) A quorum for a meeting of the Board of Directors shall be seven.
- (d) The Board of Directors shall meet at the call of the President or at the written request of any five members of the Board of Directors.
- (e) The Board of Directors is empowered to fill any vacancy which may occur in its ranks by the appointment of an Officer or Director who shall hold office until the next Annual General Meeting.
- (f) The Board of Directors shall meet not less than three times in each year and at such other times and places as they may deem necessary. Due notice of meetings shall be given and the notice shall indicate the purpose of the meeting.
- (g) An emergency meeting of the Board of Directors may be held at any time on short notice if specially called by the President of the Federation.
- (h) Any member of the Board of Directors shall cease to be a member of the Board of Directors thereof:
 - (1) if he or she resigns in writing addressed to the Federation's Secretary; or
 - (2) if the Board of Directors by a resolution approved by a majority of not less than two-thirds of the members of the Board of Directors present at a duly convened meeting of the Board, shall resolve that such a member be retired.

ARTICLE (8) GENERAL MANAGER

- (a) The Board of Directors may appoint a General Manager and other personnel they deem necessary to carry out the objects of the Federation and the Board shall determine the conditions of employment and the salary or remuneration to be paid to the General Manager and any such personnel.
- (b) The Board of Directors shall determine the duties of the General Manager.
- (c) The Board of Directors may, by a resolution approved by a majority of not less than two-thirds of the members of the Board of Directors present at a duly convened meeting of the Board, remove the General Manager from the office.
- (d) The Board of Directors may from time to time in trust to and by resolution confer upon the General Manager for the time being all of such powers exercisable under these presets by the Board of Directors as they think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may either confer such powers either collateral with or to the exclusion of and in substitution for all or any of the powers of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ARTICLE (9) FINANCES

- (a) Subject to these presets, the finances of the Federation shall be responsibility of the Treasurer.

- (b) A detailed record of all monies received, receivable, paid and payable by the Federation shall be kept by the Treasurer in books of appropriate form.
- (c) Expenditures shall only be made by authority of the Board of Directors or General Manager.
- (d) All cheques drawn on the Federation funds shall be signed by two individuals and as determined by a resolution of the Board of Directors.
- (e) An auditor shall be appointed at the Annual Meeting whose duty it shall be to examine and sign the financial affairs of the Federation.
- (f) The fiscal year of the Federation shall be from the 1st day of April each year to the 31st day of March in the year following.

ARTICLE (10) NOMINATING COMMITTEE

- (a) There shall be a Nominating Committee consisting of a Chairperson and two other members. The Chairperson shall be the Immediate Past-President of the Federation. In the alternative, the Federation may at its discretion delegate to the Board of Directors the power to appoint the Nominating Committee and its Chairperson.
- (b) The Nominating Committee shall hold office until the conclusion of the Annual Meeting of the Federation.
- (c) Any individual shall be eligible for membership on the Nominating Committee, notwithstanding the fact that he/she may not be a member in good standing of any sports organization or be a member in good standing of any member of the Federation.
- (d) The Nominating Committee shall present its report to the Annual Meeting nominating individuals to the position of President, First Vice-President, Second Vice-President, and two (2) Directors in even years beginning in 2016; and nominating individuals to the position of Secretary, Treasurer and three (3) Directors in odd years.
- (e) Nominations from the floor shall be permitted.
- (f) The Nominating Committee shall also nominate individuals to such other offices or positions, in addition to these in (d) herein, as requested by the Board of Directors.
- (g) The report of the Nominating Committee shall be forwarded to the Membership fourteen days prior to the date of the Annual General Meeting.
- (h) The report of the Nominating Committee shall outline the qualifications; ability, industry, and past history of involvement in sport, of candidates proposed for election to the Board of Directors.

ARTICLE (11) PAST-PRESIDENTS' COUNCIL

- (a) The Past Presidents' Council shall consist of all persons who have served as President of the Federation and whose term has expired. Such persons shall be eligible for re-election to the Board of Directors without prejudice to their continuing membership in The Past-Presidents' Council. Members of the Past Presidents' Council may act as consultants and advisors to the Board of Directors at its discretion, and may serve as an Honorary Chairperson, or member of any committee of the Board.

NOTE:

The above "BY-LAWS OF SPORT NEWFOUNDLAND AND LABRADOR" was unanimously approved in its entirety at the November 16, 2019 Annual General Meeting of Sport Newfoundland and Labrador.