Corporate Registration # 50421505

Date of Incorporation: 18 July, 1990

THE ALBERTA DIVISION OF BIATHLON CANADA ASSOCIATION

BYLAWS

AMENDED – September, 2025

1. PREAMBLE

1.1 The Association

The name of the Association is “The Alberta Division of Biathlon Canada Association”. The Alberta Division of Biathlon Canada Association operates as “Biathlon Alberta” and will be referred to hereafter as “Biathlon Alberta” and/or “The Association”.

2. DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

The following terms are defined in these bylaws as:

2.1.1 ***Administrative Manager*** means the employee, contractor, or Director responsible for managing the daily affairs of the Association.

2.1.2 ***Association*** or ***Biathlon Alberta*** means the incorporated society “The Alberta Division of Biathlon Canada Association”.

2.1.3 ***Biathlon*** means the sport recognized by the International Biathlon Union combining rifle marksmanship with physical activity.

2.1.4 ***Board*** or ***Board of Directors*** means the Board of Directors of Biathlon Alberta.

2.1.5 ***Bylaws*** mean the bylaws of the Association as amended.

2.1.6 ***Committee Chair or Chairs*** means the Chair of any Standing or Ad Hoc Committee

2.1.7 ***Director*** means an elected member of the Board of Directors

2.1.8 ***Division*** means the geographical area of the province of Alberta.

2.1.9 ***IBU*** means the International Biathlon Union.

2.1.10 ***Member*** means a member of the Association

2.1.11 ***President*** is defined as the elected head of the Board of Directors of Biathlon Alberta.

2.1.12 ***Notice*** means written notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the Member, Director, or Club as the case may be.

2.1.13 ***Special Resolution*** means a resolution passed at a General Meeting of the Association under the following conditions: There must be twenty-one (21) days notice of this meeting; the notice must state the proposed resolution; there must be approval by a vote of 75% of votes present at the meeting.

2.1.14 ***Voting Member*** means a member entitled to vote, on his or her own behalf, and on behalf of his or her club as the case may be, at meetings of the Association.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws

a) ***Headings*** are for convenience only. They do not affect the interpretation of these Bylaws.
b) ***Liberal Interpretation***: these Bylaws must be interpreted broadly and generously.

3. MEMBERSHIP

3.1 Eligibility

Any person, club, or group interested in furthering the objectives of Biathlon Alberta may apply for membership.

3.2 Term of Membership

Individual and Club memberships in Biathlon Alberta are effective upon receipt of all required information, documentation, and applicable fees. Individual and Club memberships will expire annually, on a date determined by the Board.

3.3 Withdrawal

Any member wishing to withdraw membership in Biathlon Alberta may do so upon notice in writing to the Board.

3.4 Suspension

The Board may, by a vote of six (6) or more Directors in favour, suspend for any specific period membership in Biathlon Alberta for conduct which does or is likely to adversely affect the reputation of Biathlon Alberta. Such conduct may include:

a) Serious violation of Biathlon Alberta policies or regulations;
b) Defaming Biathlon Alberta, its members, and/or members of its constituent clubs;
c) Ceasing to be a member in good standing.

Any member subject to suspension will be offered a hearing before the Board prior to a final decision being rendered.

3.5 Classes of Membership

a) Competitors: Competitor-members are persons who support the objectives of the Association and have paid their annual membership fee. This class of membership is the only category which permits a member to compete in Biathlon Alberta and Biathlon Canada sanctioned events.

b) Coaches: Coach-members are persons who support the objectives of the Association and have paid their annual membership fee. Coach-members must have completed basic training under the National Coaching Certification Program (or equivalent) to obtain this class of membership.

c) Officials: Official-members are persons who support the objectives of the Association and have paid their annual membership fee. Official-members must have completed Biathlon Canada Official's Entry-Level training (or equivalent) to obtain this class of membership.

d) Volunteers: Volunteer-members are persons who support the objectives of the Association.

e) Clubs: Member clubs are those clubs or organizations that support the objectives of the Association and have paid their annual fees.

f) Honorary: Honorary members are persons named by the Board, upon nomination by any Biathlon Alberta member. Honorary members shall be levied no annual fee. Honorary members do not possess voting privileges. Honorary membership shall be in perpetuity.

g) Recreational: Recreational members are persons who support the objectives of the Association and have paid their annual membership fee. This class of membership allows members to compete only in club events.

h) Life: Life members are persons entitled to membership in Biathlon Alberta, including voting privileges, for the rest of their respective lives.

h) Additional classes of membership may be established by the Board as required from time to time.

3.6 Membership Fees

Membership fees will be determined from time to time by the Board of Directors. Fees may be set individually for each class of membership.

4. MEETINGS OF THE ASSOCIATION

4.1 The Annual General Meeting

4.1.1 The Annual General Meeting of Biathlon Alberta shall be held on or before the 30th of September in each year. The Board sets the place, day and time of the meeting.

4.1.2 Notice of the meeting shall be delivered in writing to each member 21 days prior to the date of the meeting. The notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

a) Adopting the Agenda;
b) Adopting the minutes of the last Annual General Meeting;
c) Considering the President's report;
d) Reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities, and the Auditors' report;
e) Appointing the Auditors;
f) Electing the President;
g) Electing the Board of Directors;
h) Considering matters specified in the meeting notice.

4.2 Special General Meeting of the Association

A Special General Meeting may be called at any time:

a) By the Board of Directors or President to that effect; or
b) on the written request of at least five (5) Directors; or
c) by the President upon receipt of a petition signed by one-third of individual Association members, setting forth the reasons for calling such a meeting.

4.2.1 Notice of such a Special General Meeting shall be delivered in writing to each member 21 days prior to the date of the meeting. The notice must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.

4.2.2 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

4.2.3 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting as the Annual General Meeting.

4.3 Proceedings at the Annual General Meeting or Special General Meeting

4.3.1 Voting

Any individual member reaching the age of 17 years in the calendar year in which the meeting is held is eligible to vote at any meeting of the Association.

Additionally, Member Clubs may cast one vote at any meeting of the Association. The club vote must be exercised by a member of Biathlon Alberta, representing only his or her respective club in addition to his or her respective individual member vote.

4.3.2 Quorum and Voting at Association Meetings

a) Representation of five (5) % of eligible Individual member votes and fifty (50) % of eligible Club votes shall constitute quorum at an Annual General Meeting or Special General Meeting.

b) Failure to reach Quorum – Annual General Meeting: In the case of the Annual General Meeting, if within thirty minutes of the appointed time quorum is not reached, the meeting shall be adjourned to such a time and place as fixed by the majority of voting delegates present. At the re-scheduled meeting, the members present shall constitute quorum.

c) Failure to reach Quorum – Special General Meeting: In the case of a Special General Meeting, if within thirty minutes of the appointed time a quorum is not present, the meeting shall be dissolved.

c) On matters of voting, a simple majority of votes cast at the meeting shall prevail, except in cases of Special Resolutions and matters regarding amendments to the bylaws, in which approval requires a 75% majority of votes cast at the meeting.

d) In case of a tie vote the meeting shall be recessed for 15 minutes, after which time the vote will be re-cast by secret ballot. Should the second vote also result in a tie, the motion shall be declared defeated.

4.4 Minutes of Meetings of the Association

Minutes of Meetings of the Association shall be taken by the Administrative Manager or designate. The Administrative Manager is responsible for keeping all Association minutes at the Association Head Office.

5. ELECTION AND APPOINTMENT OF DIRECTORS

5.1 Eligibility

In order to be eligible to be elected to the Board of Directors by the Voting Members, the nominee:

a) Shall be an individual voting member of the Association;
b) Shall be 18 years of age or older at the time of the meeting;
c) Shall not be an employee of the Association.
d) An individual not present when elected or appointed must consent in writing within 10 days of the election or appointment.

5.2 Election of Directors – Term of Office

a) The Voting Members will elect the following Directors in even years, to two-year terms:

President	Vice President, Administration
Director, Officials' Development	Director, Athlete Development

b) The Voting Members will elect the following Directors in odd years to two-year terms:

Vice-President, Technical	Treasurer
Director, Coaching Development	Director, Public Relations and Marketing

c) The Voting Members will elect the following Directors each year to a one-year term:

One Director at Large

d) The candidate for each position receiving the greatest number of votes shall be elected as Director.

f) In case a tie vote for Director, the meeting shall be recessed for 15 minutes after which time the vote shall be re-cast.

g) Acclamation: Should only one declare candidacy for a Director's position, the Chair shall declare that person elected by acclamation.

5.3 Resignation or Removal of a Director

a) A Director, including the President, may resign from office by giving one month's notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accept the resignation.

b) A Director may be removed from office by Special Resolution of the Board, or by Special Resolution of the membership, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is considered.

5.4 Board Vacancy

If there is a vacancy on the Board, the remaining Directors may appoint a Voting Member to fill that vacancy for the remainder of the term.

6. BOARD OF DIRECTORS

6.1 The Board of Directors

The property and business of Biathlon Alberta shall be managed by a Board of Directors comprised of nine (9) members of the Association. The Board shall consist of duly elected members as follows:

a) President
b) Vice-President, Administration
c) Vice-President, Technical
d) Treasurer
e) Director – Public Relations and Marketing
f) Director – Coaching Development
g) Director – Officials' Development
h) Director – Athlete Development
i) Director at Large

6.2 Board Authority

The Board , subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, and the Societies Act of Alberta, has full control and management of the affairs of the Association. The powers and duties of the Board include:

a) Promoting the objects of the Association;
b) Promoting membership in the Association;
c) Hiring employees and contractors to operate the Association;
d) Regulating employees' and contractors' duties and setting their salaries;
e) Maintaining and protecting the Association's assets and property;
f) Approving an annual budget for the Association;
g) Paying all expenses for operating and managing the Society;
h) Paying persons for services and protecting persons from debts of the Association;
i) Investing any extra monies;
j) Financing the operations of the Association;
k) Making policies for managing and operating the Association
l) Approving all contracts for the Association;

m) Maintaining all accounts and financial records of the Association;
n) Appointing legal counsel as necessary;
o) Making policies, rules and regulations for operating the Association and using its assets;
p) Selling, disposing of, or mortgaging any or all of the property of the Association; and
q) Without limiting the general responsibility of the Board, delegating its powers and duties to Committees or the paid Administrator of the Association.

6.3 Meetings of the Board

a) Meetings of the Board shall be held as often as may be required, but at least once every four months, and should be called by the President.

b) The President calls the meetings. The President also calls a meeting if any three (3) Directors make a request in writing and state the business for the meeting.

c) Meetings of the Board shall be called by 15 days notice in writing to each member. This notice requirement may be shortened upon verbal agreement of all Board members.

d) Any five Directors shall constitute a quorum at a Board meeting. Directors who have declared a conflict of interest shall be counted in determining a quorum.

e) A majority of votes cast upon a motion shall be binding at each meeting. Each Director shall have one vote, except for the President, who shall vote only to change the outcome of a motion. This same stipulation applies to any other Director acting as Chair of a meeting of the Board.

f) Meetings of the Board are open to Members of the Association, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.

g) All Directors may agree to and pass a resolution. This resolution is valid as one passed at any Board meeting. It is not necessary to give notice or call a Board meeting. The date on the resolution is the date it is passed.

h) A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

i) Irregularities, or errors made in good faith, do not invalidate acts done by any meeting of the Board.

6.4 Minutes of Meetings of the Board of Directors

Minutes of Meetings of the Board of Directors shall be taken by the Administrative Manager or designate. The Administrative Manager is responsible for keeping all Board of Directors minutes at the Association Head Office.

7. DUTIES OF THE DIRECTORS

a) **President:** The President shall be ex-officio a member of all Committees. He/she shall represent the Association, or appoint a designated Board member to do so, to Biathlon Canada. He/she shall, when present, preside at all meetings of the Association and of the Board.

b) **Vice-President, Administration:** The Vice-President, Administration shall oversee the administrative functions of Biathlon Alberta, reporting on the same at meetings of the Board and Association. He or she shall be the First Vice-President, and shall assume the duties and exercise the powers of the President in the absence from meetings or incapacity of the President.

c) **Vice-President, Technical:** The Vice-President, Technical shall oversee the Technical sector of Biathlon Alberta, reporting on the same at meetings of the Board and Association. He or she shall be the Second Vice-President, and shall assume the duties and exercise the powers of the President in the absence from meetings or incapacity of the President and the Vice-President, Administration.

d) **Treasurer:** The Treasurer shall be responsible for the overall financial management of Biathlon Alberta. He/she shall properly account for the funds of the Association and keep such funds as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Association.

e) **Director, Coaching Development:** Shall represent the interests of athletes and coaches as such, and fulfill such other duties as assigned by the Board.

f) **Director, Officials' Development:** Shall represent the interests of officials as such, lend technical expertise to the Board, and fulfill such other duties as assigned by the Board.

g) **Director, Public Relations and Marketing:** Shall work to promote the activities of the Association to the public, and fulfill such other duties as assigned by the Board.

h) **Director, Athlete Development:** Shall act to promote and advance the interests of Biathlon Alberta athletes, and fulfill such other duties as assigned by the Board.

I) **Director at Large:** Shall fulfill duties as assigned by the Board.

8. OFFICERS

The Officers of the Association shall be the President, Treasurer, Administrative Manager, and two other Directors appointed on an annual basis by the Board.

9. STANDING COMMITTEES

9.1 Appointment of Standing Committees

The Board is empowered to establish and disband such Standing Committees as it deems necessary to assist with the carrying out of the objectives of Biathlon Alberta. Motions to establish Standing Committees must include specific Terms of Reference, which may be subsequently amended by the Board.

9.2 Quorum

Quorum for any Standing Committee will be the majority of its voting members.

9.3 Vacancy

Should a vacancy occur on any Standing Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

10. AD HOC COMMITTEES

10.1 Appointment of Ad Hoc Committees

The Board may appoint Ad Hoc Committees from time to time as required. The President shall appoint a Chair of any Ad Hoc Committee so appointed, subject to ratification of the Board, to serve for the duration of that Committee's deliberations. If Terms of Reference are not included in the motion to establish an Ad Hoc Committee, the Committee shall itself create Terms of Reference and submit these to the Board for approval.

10.2 Quorum

Quorum for any Ad Hoc Committee members will be the majority of its voting members.

10.3 Vacancy

Should a vacancy occur on any Ad Hoc Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

11. FINANCE AND BUSINESS MATTERS

11.1 Head Office

The head office of Biathlon Alberta shall be located anywhere in the Province of Alberta. Biathlon Alberta may establish other offices and agencies elsewhere in the Province of Alberta as the Board of Directors may deem expedient.

11.2 Books and Records

The Directors of the Association shall see that all necessary books and records of the Association required by the bylaws of the Association, or any applicable statute or law, are regularly and properly kept.

11.3 Reasonable Access

The books and records of the Association may be inspected by any member of the Association upon reasonable notice and arranging a time satisfactory to the Director, or Directors, having charge of the same.

11.4 Notice

a) Notice: Notice will mean written notice hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the Member, Director, or Club as the case may be.

b) Date of Notice: The date of notice will be the date on which written notice is sent in cases of hand-delivery, fax, electronic mail, or courier.

c) Error of Notice: The failure of any Director or member to receive notice, or an error in notice which does not affect its substance, will not invalidate any action taken at the meeting.

11.5 Fiscal Year

The fiscal year of the Association in each year will be May 1 through April 30.

11.6 Association Seal

The board may adopt a seal as the Seal of The Association, of which the VP Administration shall have control and custody unless the Board decides otherwise. The Seal of the Society may only be used by the Officers of the Association.

11.7 Cheques of the Association

a) All cheques issued or endorsed in the name of the Association and from the Association's Gaming Account shall be signed by two of the following Board members: President, Treasurer, VP Administration, and/or VP Technical.

b) All cheques issued or endorsed in the name of the Association and from the Association's general accounts shall be signed by such Directors or employees of the Association in such a manner as may be determined by a motion of the Board. All cheques must be signed by two signing officers.

11.8 Contracts

All contracts of the Society must be signed by one or more Officers authorized to do so by Resolution of the Board.

11.9 Auditors

The books, accounts, and records of the Association shall be audited at least once each year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Association. The Directors may fill any casual vacancy in the office of Auditor.

11.10 Borrowing Powers

Any borrowing must be approved by the Association at a General Meeting.

11.11 Protection and Indemnity of Directors

a) Each Director holds office with protection from the Association. The Association indemnifies each Director against all costs or charges that may result from any act done in his/her role for the Association. The Association does not protect any Director for acts of fraud, dishonesty, or bad faith.

b) No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful acts of any person, firm, or corporation dealing with the Association. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Association, unless the act is fraud, dishonesty, or bad faith.

c) Directors can rely on the accuracy of any statement or report prepared by the Association's Auditors. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

12. REMUNERATION

Unless authorized at any meeting of the Board and after notice of the same shall have been given, no Director of the Association shall receive any remuneration for his/her services.

13. STAFF

The Association may employ, in such a manner as it deems fit, staff to carry out its objectives. No employee shall be a voting member.

14. CONFLICT OF INTEREST

A Director or Committee Member who has a direct interest in a proposed motion, transaction, or issue, will disclose fully and promptly the nature and extent of such interest to the Board or Committee, and will refrain from voting, speaking in debate, and otherwise influencing the decision on such motion, transaction, or issue.

15. AMENDMENTS TO THE BYLAWS

15.1 Majority Approval

The Bylaws may on motion by any member be amended, by Special Resolution, at a General Meeting.

15.2 Prior Notice

Any proposed amendments to the bylaws must be circulated to all members in good standing at least 21 days prior to a duly called meeting at which it is proposed to vote upon the adoption of such amendment.

15.3 Effective Date

The bylaws which have been rescinded, altered, or added to by approval of the members, made in accordance with the Societies Act, shall come into effect when registered at the Corporate Registry.

15.4 Transition

a) Members – The persons who were members of the Association immediately before these bylaws came into effect shall continue to be members.

b) Directors – The Directors who held office immediately before these bylaws came into effect shall continue to hold office until the next Annual General Meeting. At the Annual General Meeting subsequent to the adoption of these bylaws, all Board positions shall be elected; in subsequent years, Board positions shall be elected in accordance with Article 6.2 – Election of Directors.

c) Committees – Any Committees established immediately before these bylaws came into effect shall continue until dissolved or suspended by the Board.

16. DISSOLUTION

Upon dissolution of Biathlon Alberta, all assets and funds are to be dispersed to a non-profit or charitable association mutually agreed to by all members of the Board.