

Biathlon Association of Manitoba

Bylaws

Revised June 2012
Revised June 2010
Revised June, 2006

Index

	Page
Corporate Seal	3
Statement of Purpose	3
Head Office	3
Definitions	3
Objectives	4
Membership	5
Governance	7
Affiliations	13
Constitutional Amendments	13
Financial Records	14
Signature and Certification of Documents	15
Standards of Conduct	16
Indemnification	18
Adoption of These Bylaws	18
APPENDIX “A”	19

CORPORATE SEAL

1. The corporate seal shall be in such form as shall be prescribed by the provisional directors of the Association and shall have the words “Biathlon Association of Manitoba, Inc.”

STATEMENT OF PURPOSE

2. The mission of Biathlon Manitoba is to encourage and support participation and excellence in the sport of Biathlon of all levels whether they are competitive or recreational in nature.

HEAD OFFICE

3. The Head Office of Biathlon Manitoba is in the City of Winnipeg, in the Province of Manitoba.

DEFINITIONS

4. As used in this by-law, the term;
 - a) Biathlon means the sport recognized by the IBU, International Olympic Committee, Canadian Olympic Association and Biathlon Canada defined as the combination of rifle marksmanship and cross-country skiing;
 - b) Biathlon Manitoba or BAM means the Biathlon Association of Manitoba, Inc;
 - c) President means the elected head of the Board of Directors of Biathlon Manitoba, who is also the chairperson;
 - d) IBU means the International Biathlon Union.
 - e) Region means a Manitoba geographical area bounded as specified in Appendix “A”;
 - f) Board of Directors means those positions referred to in Section 7.2.
 - g) Executive means those Board of Directors elected to the positions of President, Vice President, Secretary and Finance Officer as depicted in Section 7.1;
 - h) A Biathlon Manitoba Program and Activity includes any clinic, course, camp, race, training session, or outreach program duly approved by the Board of Directors.
 - i) Operation as used in association documents is not synonymous with the terms “program” or “activity” but refers specifically to duly called meetings of the Board of Directors.
 - j) “Committee” includes ad hoc committees, sub-committees, and standing committees of the Association;
 - k) “Ad hoc committee” means a person or persons assembled for the discussion or determination over a fixed period of time of a single matter or issue relating to the affairs of the Association;

- l) “Sub-committee” means a group of persons assembled for an ongoing specific purpose relating to the affairs of the Association; and
- m) “Standing committee” means a body established with operational responsibility for an Association program area on an ongoing.
- n) “Voting Member” means any member in good standing who has reached the age of 16.
- o) Pronouns used in these by-laws, whether male or female, are to be read without prejudice as to gender and will refer to males or females equally except as related to competition categories which are inherently based on gender.
- p) Days as referred to in the calculation for giving notice within these Bylaws, shall mean total days, irrespective of weekends or holidays
- q) Notice means notice that is hand-delivered, faxed, or provided by mail or courier to the address of record of the Association, Board Member or Member, as the case may be.

OBJECTIVES

- 5. To fulfill the purpose of the Biathlon Association of Manitoba, Inc., the specific objectives of the Association are:
 - a) To function as the governing body of Biathlon in Manitoba and to represent Manitoba in the Canadian Biathlon Association;
 - b) To promote and coordinate competitive development of Biathlon, including the operation of a provincial team and provincial competitive programs;
 - c) To promote and coordinate non-competitive development of Biathlon including coaching, officiating, and junior development programs;
 - d) To provide guidance, information and assistance to the sport regions of Manitoba to help develop programs within the above stated regions of Manitoba;
 - e) To exercise exclusive jurisdiction over all matters pertaining to sanctioning of Biathlon events within Manitoba and to participation of Manitoba teams in National Biathlon events;
 - f) To promote and encourage physical fitness and public participation in athletic activities in general, and Biathlon in particular;
 - g) To promote and encourage the safe recreational use of target rifles for sport in general, and Biathlon in particular;
 - h) To foster the development of amateur athletic facilities for use by amateur athletes training for competitions in the sport of Biathlon and assist in making such activities available to such athletes;
 - i) To provide and coordinate technical information on physical training, equipment design, coaching, officiating and performance analysis in the sport of Biathlon

- j) To encourage and provide assistance to amateur athletic activities for women in the sport of Biathlon;
- k) To encourage and provide assistance to amateur athletes programs and competitions for individuals with a disability in the Sport of Biathlon including, where feasible, the expansion of opportunities for meaningful participation of individuals with a disability in Biathlon competitions;
- l) To encourage and provide assistance to amateur athletes of racial and ethnic minorities for the purpose of increasing the participation of such athletes in the sport of Biathlon;
- m) To adhere to the strictest codes of fair play inclusive of athletes, coaches, parents, teachers, officials, administrators, spectators and news media as outlined by the Fair Play Commission of Canada.

MEMBERSHIP

- 6.1** Membership shall be purchased annually and is non-transferable. All memberships, unless otherwise stipulated, entitle the holder to receipt of participant liability insurance coverage and any other benefits which may, from time to time, be offered by the Association.
- 6.2** Participation in Biathlon Manitoba programs or activities is restricted to members only. Low risk and sanctioned outreach events designed to attract new members, do not require a membership.
- 6.3** In Range activity participants under the age of 12 require direct supervision by a parent or legal guardian. In addition, any individual of any age, at the discretion of the event organizer, may be required to be under direct supervision of parent or legal guardian.
- 6.4** Biathlon Manitoba has six categories of membership:
 - a) IBU Class Competitor (Youth Men/Women, Junior Men/Women, and Men/Women classes);
 - b) Other Competitor (Masters, Senior Boys/Girls, Junior Boys/Girls, and any younger Boys/Girls classes);
 - c) Non-Competitor (Coach, Supporter);
 - d) Non-Competitor (Officials);
 - e) Associate Member, and
 - f) Club

Qualifications for Membership

6.5

- a) IBU Class Competitor: (Youth Men/Women, Junior Men/Women and Men/Women): This includes the official array of IBU classes.
- b) Other Competitor: Individuals who are not registered as Youth, Junior or Men/Women Competitor members. These individuals include competitors from the Masters, Senior Boys/Girls, Junior Boys/Girls and any younger Boys/Girls classes.
- c) Non-Competitor - Coaches/Supporting Members Category: any individual participating in any Biathlon Canada coaching course must be registered in the Coaches category and have paid the appropriate fee. Furthermore, any individual who coaches at a competition and holds a position of authority within a competition, leadership or has the responsibility to delegate within their responsibilities must be registered in the Coach's category.
- d) Non-Competitor - Officials Category: any individual participating in any Biathlon Canada officials course must be registered in the Officials category and have paid the appropriate fee. Furthermore, any individual who officiates at a competition and holds a position of authority within a competition, leadership or has the responsibility to delegate within their responsibilities must be registered in the Officials category.
- e) Associate Member: An individual or organization who supports the purposes of the association is eligible to be an associate member.
- f) Club: A registered group of athletes, coaches, officials and volunteers, which operate through the governance of a Board of Directors and which is recognized by Biathlon Manitoba as a biathlon club.

Admission of Members

6.6 No individual, organization or group shall be admitted as a member unless:

- a) He has made written application to the Board in the form prescribed by the Board;
- b) He has been approved as a Member by the Board;
- c) He has paid membership dues as determined by the Board; and
- d) In the case of Officers, he has been elected or appointed as an Officer in accordance with these Bylaws.

Membership Dues

6.7

- a) Unless otherwise determined by the Board, the membership year of the association shall be September 1 to August 31.
- b) Ordinary Resolution at the Annual General Meeting shall determine membership dues for each category of membership for the following membership year.
- c) **Deadline** – The Board shall determine the date by which membership dues, where levied, must be paid.

Withdrawal, Suspension and Termination of Membership

6.8

- a) Resignation – A member may resign from the Association by giving written notice to the board, except as stated in Clause 6.8.b).
- b) May Not Resign – A member may not resign from the Association when the member is subject to a disciplinary investigation or action of the Association.
- c) Arrears – A member may be suspended from the Association for failing to pay membership dues, where levied, by the deadline date prescribed by the Board. Should membership dues remain unpaid for an additional 90 days, the member may be expelled from the Association.
- d) Discipline –A member may be suspended or expelled from the Association for failure to comply with the Constitution, Bylaws, Policies, and Rules and Regulations of the Association.
- e) Cease to Be a Member – Any member that is not an individual shall cease to be a member upon its dissolution or winding up of affairs. Any officer shall cease to be a member when his successor is elected in accordance with this Bylaw.

Good Standing

6.9 A member of the association shall be in good standing provided that:

- a) He owes no outstanding membership fees or other debt to the Association;
- b) He has not ceased to be a member;
- c) He has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him;
- d) He has complied with the Constitution, Bylaws, policies, rules and regulations of the Association; and
- e) He is not subject to a disciplinary investigation or action of the Association, or if subject to disciplinary action previously, he has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Association.

6.10 Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing set out above.

GOVERNANCE

7.1 The Board shall consist of the Members-at-Large, Directors and the Executive Director where the Executive Director is a non-voting member of the Board.

Composition of the Board

- 7.2** The board shall consist of the following members:
- a) The President
 - b) The Vice President
 - c) Finance Officer
 - d) Technical Director
 - e) Secretary
 - f) A minimum of three Members-at-Large and a maximum of five.

Powers of the Board

- 7.3** The business and property of Biathlon Manitoba shall be managed by the Board of Directors a majority of these members shall constitute a quorum. A majority of votes cast upon a motion shall be binding at each meeting.
- 7.4** Board Members shall not receive any remuneration for their services although, by resolution of the Board, expenses or any portion thereof may be allowed for their attendance at meetings of the Board or for duties relating to the functions of the Board.
- 7.5** Board members shall have one (1) vote at meetings of the Board. The Chair shall not vote other than to break a tie vote.
- 7.6** The Board may exercise all such powers of Biathlon Manitoba as are not by The Canada Associations Act or by these by-laws, required to be exercised by the members at general meetings, including but not limited to the following:
- a) To carry on the business of Biathlon Manitoba under the guidance of the President and in accordance with direction from the members at the Annual General Meeting of Biathlon Manitoba;
 - b) To make, vary, or repeal regulations for carrying out the objectives of Biathlon Manitoba;
 - c) To form an Executive Committee, which may exercise such powers of the Board as are delegated to it from time to time;
 - d) To appoint such standing committees as it may decide to assist or promote any objectives of Biathlon Manitoba;
 - e) To establish such offices, appoint such agents, and engage such employees as it shall deem necessary from time to time to assist with the pursuit of the objectives of Biathlon Manitoba, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board;

7.7 The Board shall have power to authorize expenditures on behalf of Biathlon Manitoba from time to time and may delegate by resolution to an office or offices of Biathlon Manitoba the right to employ and pay salaries to employees with an annual evaluation system in place. The Executive and Board shall have the power to make expenditures for the purpose of furthering the objectives of Biathlon Manitoba.

7.8 The Board shall take such steps as they shall deem requisite to enable Biathlon Manitoba to receive donations and benefits for the purpose of furthering the objectives of Biathlon Manitoba.

Election and Appointment of Directors

7.9

- (a) Election of the Board Members shall take place at the Annual General Meeting of Members, and their term of service shall be two (2) years. To be elected to a position, a member requires a majority of the votes cast and must be of the age of majority. If necessary, series of ballots shall be cast with the candidates having the lowest number of votes being eliminated in each round. The Past President or his delegate shall conduct the election of the Board.
- (b) No director shall serve more than three consecutive terms on the Board.
- (c) Nominations for the Board of Directors will not be accepted from the meeting floor.
- (d) Nominees must submit his/her name to the Association a minimum of 14 days prior to the Meeting of Members to be included on the voting slate.

7.10 Voting members selected to an Executive or Board position must receive a majority vote to attain that position otherwise the position shall remain vacant.

Resignation or Removal of Directors

7.12 The position of any Board member shall be automatically vacated:

- a) If the Board member resigns his office by delivering a written resignation to the Secretary or the President of Biathlon Manitoba; or
- b) If at a meeting of the Board, a three-quarters majority vote of a quorum thereof, approves the removal from office of such Board member; or
- c) On the death of such Board member.

Resignation

7.13 Any member of the Executive or Board may resign at any time by presenting his notice of resignation to the Board. This resignation shall become effective the date on which the request is accepted by the Board.

May Not Resign

7.14 Any member of the Board may not resign from the Association when the member is subject to a disciplinary investigation or action of the Association.

Vacancy Due to Absence from Board meetings

7.15 Should any member of the Board be absent from three consecutive meetings without an excuse satisfactory to the other members by three-quarters majority, he shall, if a resolution to that effect is passed by the committee, after notice to him, cease to hold office, and his place shall be filled in the manner relating to vacancies provided in paragraph 7.16.

Vacancy

7.16 The Board, by resolution, may fill a vacancy on the Board, with a member of Biathlon Manitoba in good standing. Any such action taken by the Executive and Board pursuant to this paragraph shall be subject to review at the next Annual or Special General meeting, and any person appointed pursuant to this paragraph shall not retain such appointment beyond the conclusion of such Annual or Special General meeting unless duly elected to the same at such meeting.

Removal

7.17 A board member may be removed by Special Resolution of the Members present at a General Meeting, provided the board member has been given notice of the General Meeting and given the opportunity to be present and to speak at such a Meeting.

Duties of the Board

7.18 The duties of the Board shall be those established from time to time by Biathlon Manitoba and set out in the policies and procedures, which shall be reviewed annually by the Board of Directors.

Rules and Regulations

7.19 The Board may prescribe such rules and regulations, not inconsistent with these by-laws, relating to the management and operation of Biathlon Manitoba as they deem appropriate, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of Biathlon Manitoba, when they shall be confirmed, and in default of confirmation at such Annual Meeting shall, at and from that time, cease to have force and effect.

Standing Committees

7.20 The Board is empowered to establish such permanent, or Standing Committees as it deems necessary to assist with the carrying out of the objectives of Biathlon Manitoba, including the mandate and guidelines of such committees.

7.21 The role of a committee within the Association is to:

- a) Perform the function delegated to it;
- b) Identify the most appropriate methods to carry out its assigned tasks and proceed to implement same;
- c) Identify outstanding operational or policy issues within its area of responsibility; and
- d) Provide, as appropriate, a mechanism for input and involvement of the members of the Association in its area of responsibility.

7.22 Committees established and acting within their terms of reference must report the committee decision to the whole of the Board of Directors before authorized to act on behalf of the Association.

7.23 The Chairpersons of Standing Committees are free to establish such sub-committees, as they deem necessary, including the terms of reference therefore.

Quorum

7.26 A quorum for any committee shall be the majority of its voting members

Vacancy

7.27 When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

Removal

7.28 The board may remove any member whom it has appointed to any committee.

7.29 The Association may have but will not be restricted to the following four standing committees, namely:

- a) Executive Committee
- b) Technical Committee
- c) Race Committee
- c) Facilities Committee

7.30. The Executive Committee shall consist of the President, Vice President, and Finance officer, and Secretary.

7.31. Each other standing committee shall consist of the Board member having responsibility for the functional area of such committee, who shall act as Chairperson, and such other directors, other member representatives, and other persons as the Board of Directors may from time to time determine.

Meetings of the Board

7.32 Board meetings of Biathlon Manitoba will normally be held each calendar month. Notice of Meeting, inclusive of an agenda, shall be circulated within ten (10) days prior to the meeting date. The Notice of meeting referred to shall (a) be in writing, (b) and state the date, place, time of the meeting and an agenda of matters to be discussed.

Call of Meeting

7.33 The meetings of the Board shall be at the call of the Chair, or at the call of the Executive Director if a majority of the Directors make a written request to the Executive Director to call a meeting.

7.34 Executive and Board meetings are to be attended only by the Executive and Board members, excepting persons, who by special invitation of the President, or by duly passed motion, may be allowed to attend provided that the Executive through the Executive Director receive notice 48 hours prior to the start of the meeting.

7.35 Voting

- a) At any meeting unless a ballot is demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of that fact.
- b) Unless specified otherwise, questions shall be decided by majority vote, where the Chair carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a majority of the Directors approve a secret ballot.
- c) A resolution in writing signed by all the directors is as valid as if it had been passed or defeated by a majority vote at a meeting of the directors and is as effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution.

Chair

7.36 The President shall chair all meetings of the Board. If the President is absent from the meeting, the Vice President shall preside over the meeting. If both the President and the Vice President are absent, the Board shall appoint from among its members a chairperson for the meeting.

Telephone Meetings

7.37 A meeting of the Board may be held by telephone conference call. Where any Director is unable to attend a meeting, that Director may participate in the meeting by means of telephone. Directors who participate in a meeting by conference call or telephone are considered to have attended the meeting.

Meetings of Members

7.38 General Meetings of members shall include Annual General Meetings and Special General Meetings.

- 7.39** A Special General Meeting of the members may be called at any time at the discretion of the Board or upon the written request of 25 percent or more of the voting members of the Association.
- 7.40.** The Annual General Meeting (AGM) of the members of Biathlon Manitoba shall be held in the City of Winnipeg. Notice of the date and location of the meeting shall be given not less than 30 days in advance of the meeting. The meeting agenda must be circulated to all voting members not less than fifteen (15) days prior to the meeting. The AGM of Biathlon Manitoba shall be called not later than ninety (90) days after the fiscal year-end.
- 7.41** All members shall be entitled to attend any Annual, or Special General meeting of Biathlon Manitoba. Each voting member shall have one vote.
- 7.42** The overall numerical membership shall be in accordance with the number of members seven (7) days prior to the meeting. This numerical membership shall be based upon the number of paid-up memberships on records kept by the Secretary.
- 7.43** For any Annual, or Special General meeting, a quorum shall be 10% of the voting membership.

Audit

- 7.44** The approval of financial statements, and appointments of the Auditor shall be made at the Annual General Meeting. Any other business including Ordinary Resolutions and Special Resolutions may be conducted at the Annual General Meeting or Special General Meetings.

Minutes of Meetings

- 7.45** Minutes from Board meetings as well as Annual and Special General Meetings are to be distributed within eight (8) days of the meeting to each of the Board members.

AFFILIATIONS

- 8.** Subject to approval at a Special or Annual General Meeting by a majority vote, Biathlon Manitoba may enter into affiliations with other Associations, or Government bodies for mutual benefit. The terms of such affiliations will be as decided upon by the Executive and Board and may include, without being limited to, representation of such Associations, Association or body, without voting privileges, at Executive and Board or Annual and Special General meetings.

CONSTITUTIONAL AMMENDMENTS

- 9.1** By-laws may, on motion by any members of Biathlon Manitoba, be passed, repealed or amended at any Annual or Special General meeting, provided that approval shall require a two-thirds majority of the votes cast at the meeting.
- 9.2** Any proposed amendment must be circulated to all members at least fifteen (15) days prior to the Annual or Special General meeting at which it is opposed to vote upon the adoption of such amendments.

- 9.3** Amendments shall become effective at the time of their passage, allowing such time as may reasonably be required to effect passage of information, transfer of documents, etc., subject to paragraph 9.1.

FINANCIAL RECORDS

10.1

- a) The Finance Officer, or other designated administrative officers, shall deposit all monies belonging to the Association in a bank account in the name of the Association.
- b) A detailed record shall be kept, by the Finance Officer or an administrative officer appointed by the Board of Directors, of all monies received, receivable, paid and payable by the Association in an appropriate form.
- c) An auditor shall be appointed by the Association at the AGM to perform an audit of the ensuing fiscal year. The remuneration of the auditor shall be fixed by the Board of Directors of the Association. The annual audit shall be conducted not more than 60 days following the end of each fiscal year

Property

- 10.2** The Association may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

Borrowing

- 10.3** The Association may borrow funds upon such terms and conditions as the Board may determine provided a Special Resolution approves such borrowing.
- 10.4** The routine financial transactions of Biathlon Manitoba shall be conducted by whomsoever the members may appoint to fulfill such a function, and said person or persons shall be empowered to receive and expend funds under terms and conditions which shall be decided upon by the Board and amended from time to time as the Executive and Board see fit to do, with such terms and conditions being in accordance with policies and procedures approved by Biathlon Manitoba. Financial transactions beyond the powers allocated in the manner detailed above shall be voted on at a duly called meeting of the Board.
- 10.5** Any financial commitment other than that of a routine nature involving expenditure of more than \$1,000.00 shall not be made without the approval of the Board.
- 10.6** The Executive Director and one of the three (3) positions; President, Treasurer, Vice President shall sign cheques issued by Biathlon Manitoba.
- 10.7** The fiscal year of the Association shall end on March 31st in each year.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

- 11.** Contracts, documents or any other instruments in writing requiring the signature of Biathlon Manitoba, other than those of a routine nature concerning the day-to-day business of Biathlon Manitoba, shall be signed by two Executive and Board members, one of whom must be the President or his designate. Any such contracts, documents, or instruments in writing so signed shall be binding upon Biathlon Manitoba.

STANDARDS OF CONDUCT

12.1

- a) “Conflicting interest” means an interest, obligation, or responsibility on the part of an officer who:
- i. Prefers or appears to prefer, the interests of any external agency to those of the association;
 - ii. Adversely affect, or appears to adversely affect, the unbiased exercise of the responsibility of an officer of the Association.
- b) “Employee of the Association: means any person with whom the Association has a contract for service, whether on a full-time, part-time, seasonal, term or other basis.
- c) “External agency” means any association, Board of Directors, committee, tribunal, or organization other than the Biathlon Association of Manitoba, Inc., its Board of Directors, and committees.
- d) “Immediate family” includes the spouse, child, sibling, parent of an officer of the Association, or the child, sibling, parent of the spouse of an officer of the Association.
- e) “Officer of the Association” means any director, officer, employee, or member of any standing committee of the Association.

- 12.2** Officers of the Association have a duty when acting on its behalf to carry out their responsibilities for the furtherance of the best interests of the Association alone and shall avoid, in the exercise of their responsibilities on its behalf, conflicting interests.

- 12.3** Officers of the Association shall not engage directly or indirectly in any personal business transaction or pursue any personal profit that accrues from or is based upon their position with the Association.

- 12.4** The Association shall not enter into any contract for the supply of goods or services with:

- a) Any director of the Association, any member of the immediate family of a director of the Association, or any external agency of which a director of the Association or a member of his immediate family is a proprietor, partner, or majority shareholder unless:

- i. The director fully discloses his interest in such a contract in writing at the first reasonable opportunity;
 - ii. The director has complied with his obligations under these guidelines; and
 - iii. The Board of Directors determine that such a contract will be in the best interests of the Association.
- b) Any employee of the Association, except the contract of employment and any renewals or amendments thereof between the Association and the employee;
- c) Any member of the immediate family of an employee of the Association or any external agency of which an employee of the Association or a member of his immediate family is a proprietor, partner, or majority shareholder; and
- d) Any former employee of the Association, or any external agency of which a former employee of the Association or a member of his immediate family is a proprietor, partner, or majority shareholder, for a period of three years from the date of the termination of the employee's employment with the Association, unless the Board decides that such a contract will be in the best interests of the Association.

12.5 A Board Member of the Association, who serves on or with any external agency, shall not:

- a) While acting in his capacity as an officer of the Association:
 - i. Move, second, or vote on any motion relating to any matter, which directly involves such external agency, and the interests of the Association;
 - ii. Use his position to further the interests of such external agency relative to, to the detriment of, or within the Association; nor
- b) While acting in his capacity on or with such external agency act in any manner whatsoever which will compromise the Association, his position as an officer of the Association, or place him in a conflict of interest relative to his duty as an officer of the Association, including without limiting the generality of the foregoing:
- c) Communicating information to such external agency concerning the Association, which is confidential or not of a public nature;
 - i. Undertaking to obtain or obtaining an advantage from the Association or seeking to influence or influencing a decision of the Association which is beneficial to such external agency to the detriment of the Association;
 - ii. Representing as being policy of the Association any policy that has not been approved or endorsed as such by the Association.

12.6 Employees of the Association shall not:

- a) Have direct or indirect personal business for financial activities which conflict with their duties and responsibilities to the Association;

- b) Place themselves in a position where they are under an obligation to any person or organization which might benefit from improper consideration or favor on their part, or seek in any way to gain improper treatment from them in the discharge of their duties and responsibilities to the Association; or
- c) Use their position with the Association as a source of business contacts while they are in the employ of the Association.

INDEMNIFICATION

Shall Indemnify

13.1. The Association shall indemnify and hold harmless out of the funds of the Association each Board Member or Employee from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Board Member or Employee.

Shall Not Indemnify

13.2 The Association shall not indemnify a Board Member or Employee or any other individual for acts of fraud, dishonesty, or bad faith.

Insurance

13.3 The Association may purchase and maintain insurance for the benefit of its Board Members and Employees, as the Board may determine.

ADOPTION OF THESE BYLAWS

Ratification of Members

14.1 A Special Resolution of the members ratified these Bylaws on November 18, 2004.

Repeal of Prior Bylaws

14.2 In ratifying these Bylaws, the members of the association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action taken pursuant to the repealed Bylaws.

Enactment of Bylaws -

14.3 These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar.

APPENDIX A

The following geographical regions of Manitoba are defined by Sport Manitoba and are recognized by the Biathlon Association of Manitoba Inc., as district areas for development of the sport of Biathlon:

Norman

Eastman

Westman

Parkland

Interlake

Central

Winnipeg