

Revised June 21, 1993

IPSC NEWFOUNDLAND & LABRADOR

BY-LAW #1

A by-law relating generally to the conduct of the affairs of IPSC Newfoundland & Labrador.

Be it enacted as a by-law of IPSC Newfoundland & Labrador as follows:

1. This by-law is the CONSTITUTION of IPSC Newfoundland & Labrador, currently a membership association.

IMPLEMENTATION OF CONSTITUTION

2. This Constitution shall be circulated to the members for their comments. After a reasonable time for receipt of comments and advice from the members, a final draft shall be circulated to the members and this draft shall be voted on by the members at the beginning of the first annual general meeting after circulation of the final draft. The vote shall be to either accept or reject the Constitution, without amendment. If accepted, the Constitution shall come into immediate force and effect and shall govern IPSC Newfoundland & Labrador thenceforth, including the balance of the annual general meeting, at which it is presented for vote.

INCORPORATION

3. The Directors shall cause IPSC Newfoundland & Labrador to be incorporated under the prevailing statutes of the Province of Newfoundland & Labrador, as a non-profit membership corporation without share capital. Prior to such incorporation, all references to the corporation in this Constitution shall be understood to refer to the unincorporated membership association.
4. This Constitution and any valid amendments hereto shall be adopted and ratified as the first by-law of such corporation.

OBJECTS

5. The objects of the Corporation shall be the following:
- a) To promote the sport of practical shooting in the Province of Newfoundland & Labrador;
 - b) To respect the principles of the International Practical Shooting Confederation;
 - c) The education and training of practical shooters and the organizing of competitions for them;
 - d) To hold an IPSC Championship program in accordance with the principles of the International Practical Shooting Confederation;
 - e) To promote and cultivate the safe and efficient use of firearms by persons of good character;
 - f) To affiliate with IPSC Canada, and through it with the International Practical Shooting Confederation.

PRINCIPLES

6. The principles of the International Practical Shooting Confederation by which the Corporation shall be governed are:
- a) The sport of practical shooting is open to all reputable persons without regard to occupation; it may specifically not be limited to civil servants.
 - b) Accuracy, power and speed are the equivalent elements of practical shooting and practical shooting must be conducted in such a way as to evaluate these elements equally.
 - c) Firearm types are not separated, all compete together without handicap. This does not apply to the power of firearms as power is an element to be recognized and rewarded.
 - d) Practical competition is a test of expertise in the use of practical firearms and equipment. Any item of equipment, or modification to equipment, which sacrifices practical functionality for a competitive advantage contravenes the principles of the sport.

- e) The sport of practical competition is conducted using practical targets, which reflect the general size and shape of such objects as the firearms may reasonably be called upon to hit in their primary intended use.
- f) The challenge presented in the sport of practical competition must be realistic. Courses of fire must follow a practical rationale and simulate sensible hypothetical situations in which firearms might reasonably be used.
- g) The sport of practical competition is diverse. Within the limits of realism, problems are constantly changed, never permitting unrealistic specialization of either technique or equipment. Courses of fire may be repeated, but no course may be repeated enough to allow its use as a definitive measure of practical shooting skill.
- h) Practical competition is freestyle. In essence, the competitive problem is posed in general and the participant is permitted the freedom to solve it in the -manner he considers best within the limits of the competitive situation as provided.

DIRECTORS

- 7. The Directors shall promote the objects and the principles of the Corporation.
- 8. The affairs of the Corporation shall be managed by a Board of five Directors, who shall be elected by the members in the following fashion:
 - a) At the first annual general meeting called for that purpose, five Directors shall be elected.
 - b) The three Directors receiving the highest number of votes shall be elected for a term of two years, and the other two for a term of one year.
 - c) At the following annual general meeting called for that purpose, two Directors shall be elected to replace those serving initial one-year terms. The Directors so elected shall serve for the following two years.
 - d) At subsequent annual general meetings called for that purpose, either three or two Directors will be elected, as the case may be, to replace those finishing their two-year terms. All Directors shall be elected for a term of two years.

9. Roberts Rules of Order shall govern the conduct of all meetings where not in conflict with the constitution or other by-laws.
10. Any Director may resign by notice in writing to the Corporation and such resignation shall take effect immediately upon receipt of such notice by the Corporation or in accordance with the terms of the resignation.
11. Any Director may be removed by a vote of 2/3 of the members present at a meeting called for that purpose.
12. The Board may appoint new Directors to fill vacancies until the expiry of the term of the Director being replaced.
13. If a Director misses three meetings without excuse acceptable to the Board, the Board may replace that Director and appoint a replacement for the duration of his term.
14. Three Directors shall constitute a quorum at any meeting of the Board.
15. Directors meetings may be called by the President or the Vice-president, or by the Secretary on the direction of the President, Vice-president or any two Directors.
16. Notice of Board meetings shall be telephoned, delivered or sent by facsimile transmission to each Director not less than 48 hours before the meeting is scheduled to take place, or shall be mailed to each Director not less than 7 days before the meeting. The statutory declaration of the President or Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
17. The Board may, at any meeting, designate a date and time for its next meeting, or may establish a definite schedule of regular meetings, and no further notice need be given of such meetings.
18. Any current member of the Corporation may, upon written request to any one of the Directors, have the right to attend the next meeting of the Board of Directors as an observer and shall be entitled to the same notice of that meeting as are the Directors.

19. No error or omission in giving such notice of a Board meeting shall invalidate that meeting if all Directors attend or if those Directors who do not attend subsequently waive notice, in writing, or ratify and approve, in writing, any or all proceedings of such meeting. If notice is not waived, then such proceedings as the absent Directors do not specifically approve shall be null and void.
20. Questions arising at any meeting of the Board of Directors shall be decided by a majority vote of the Directors present. In the case of a tie vote, the Chairman of the meeting shall cast the deciding vote, which shall be in addition to his original vote.
21. Where all of the Directors have given their consent, any Director may participate in a Board meeting by way of conference telephone or other communications equipment through which all participants in the meeting can hear each other, and a Director participating in such fashion shall be deemed to be present at the meeting. Consent to such communication shall be effective whether given before or after the meeting to which it relates.
22. The results of all votes shall be recorded by the Secretary, together with the position taken by each Director, whether it be in support, in opposition or an abstention.
23. Written resolutions, consented to in writing by all Directors, shall have the same force and effect as resolutions passed by Directors at duly-constituted meetings of the Board.
24. The Directors of the Corporation shall receive no remuneration for acting as such, although they shall be entitled to reimbursement of expenses incurred in connection with the performance of their duties to the extent that the Board approves such reimbursement.
25. The names, addresses and telephone numbers of each Director shall be made available to the members of the Corporation.
26. The Directors shall be responsible for the keeping and maintaining of such books and records as are required by the statutes under which the Corporation is incorporated.

INDEMNIFICATION OF DIRECTORS

27. Every Director, Officer and staff member of the corporation, and that person's heirs, executors, administrators and estate, may, with the consent of the corporation given at any meeting of the members, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a) All costs, charges and expenses whatsoever that that person sustains or incurs in connection with any action or proceeding that is brought or commenced against that person in respect of any action taken or permitted by that person in connection with the execution of the duties of his office; and
 - b) All other costs, charges or expenses that that person sustains in connection with the execution of the duties of his office, except to the extent that such costs, charges or expenses are occasioned by that person's own wilful neglect or default.

OFFICERS OF THE CORPORATION

28. There shall be the following Officers of the Corporation:
- President
 - Vice-president
 - Secretary
 - Membership secretary/Treasurer
 - League match coordinator
29. The President and Vice-president must be Directors of the Corporation. The other Officers need not be elected and can be appointed by the Board.
30. The President shall be chosen by a secret ballot vote of the Directors at the first Directors' meeting following the election of Directors. After the first ballot, the candidate receiving the lowest number of votes shall be dropped from the running, and all Directors shall again vote for the President. This style of voting shall continue until all candidates but one have been eliminated.
31. At any subsequent Board meeting, the Board may remove the President by unanimous vote of all other Directors. All Directors shall then elect a President from among the remaining Directors in the manner outlined in the preceding paragraph.

32. The Vice-president shall be chosen and may be removed in the same manner as the President.

DUTIES OF THE PRESIDENT

33. The President shall:

- a) Be the Section Coordinator with respect to the Corporation's affiliation with IPSC Canada and shall perform all the functions and duties of a Section Coordinator as prescribed by IPSC Canada.
- b) When present, preside as Chairman of all meetings of the members and of the Board of Directors of the Corporation, and be responsible for the preparation of the agendas for such meetings.
- c) Be the Match Director of the IPSC Newfoundland & Labrador Championship Match.
- d) Be charged with the general management and supervision of the affairs and operations of the Corporation.
- e) Sign all by-laws of the Corporation.

DUTIES OF THE VICE-PRESIDENT

34. The Vice-president shall perform all of the President's duties when the President is absent or otherwise incapable of performing those duties.

DUTIES OF THE SECRETARY

35. The Secretary shall:

- a) Be the clerk of the Board of Directors and attend all meetings of the Board and record all facts and minutes of the proceedings in the books kept for that purpose.
- b) Attend all meetings of the members of the Corporation and record all facts and minutes of the proceedings in the books kept for that purpose.
- c) Provide all required notices to Directors and members of the Corporation.

- d) Be the custodian of the seal of the corporation and all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, and shall deliver up such items only when so authorized by a resolution of the Board of Directors.
- e) Sign all by-laws of the Corporation.
- f) Perform such other duties as may be assigned by the Board of Directors from time to time.

DUTIES OF THE MEMBERSHIP SECRETARY

36. The Membership Secretary shall:

- a) Accept and process new applications for membership.
- b) Accept and process new membership renewals.
- c) Report relevant details of membership to IPSC Canada as and when required.
- d) Record and keep current all relevant membership detail.
- e) Provide names, and addresses of current members to the Board of Directors when so requested.
- f) Perform such other duties as may be assigned by the Board of Directors from time to time.

DUTIES OF THE TREASURER

37. The Treasurer shall:

- a) Keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account, and deposit all monies or other valuable effects to the credit of the Corporation in such bank or banks as the Board of Directors may designate.
- b) Disburse the funds of the Corporation under the direction of the Board of Directors and upon presentation of proper documentation, and render to the Board of Directors at their regular meetings or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation.

- c) Assist and provide all relevant information to the Corporation's outside accountants or auditors if same have been appointed by the Board of Directors.
- c) Perform such other duties as may be assigned by the Board of Directors from time to time.

DUTIES OF THE LEAGUE MATCH COORDINATOR

38. The League Match Coordinator shall:

- a) Be responsible for all aspects of competition sanctioned by the Corporation, including but not necessarily limited to development of the schedule of sanctioned matches and approval of the courses of fire for such matches.
- b) Report the schedule of competitions and the results of such matches promptly to the Board for transmission to the members.
- c) Be the Range Master of the IPSC Newfoundland & Labrador Championship Match.
- d) Perform such other duties as may be assigned by the Board of Directors from time to time.

COMMITTEES

- 39. The Board of Directors may authorize the creation of such Committees as it sees fit to properly administer the affairs of the Corporation. For each such Committee established, the Board shall determine the means by which that Committee shall be answerable to the Board of Directors.
- 40. The Chairperson of any Committee shall be appointed by the Board of Directors and shall serve at the pleasure of the Board.

MEMBERS

- 41. Membership in the Corporation shall consist of the existing members of IPSC Newfoundland & Labrador and such other individuals of good character as may be admitted by the Board of Directors in its absolute discretion.

42. Any person of good character who subscribes to the objects and principles of the Corporation shall be entitled to apply for membership upon payment of the prescribed fees. No application for membership shall be rejected without a majority vote of the Board of Directors.
43. To remain valid, memberships must be renewed annually by such date as the Board of Directors may designate.
44. Any member may resign upon giving notice in writing to the Corporation and such resignation shall take effect immediately upon receipt of such notice or in accordance with the terms of the resignation.
45. Each member in good standing shall be entitled to one vote on each question arising at any annual or special meeting of the members. Proxy voting shall be specifically disallowed at such meetings.
46. The Board of Directors shall decide the schedule of fees for the upcoming year and such schedule shall be presented to the members at the Annual General Meeting.
47. The Board of Directors may suspend or expel any member of the corporation for just cause, provided that any suspension for a period exceeding three months or any expulsion from membership shall be effective only after a full hearing is conducted by the Board of Directors. The offending party shall be provided with proper notice of such hearing, and is entitled to appear before the Board and have heard such evidence as he may feel is relevant to the matter being discussed.
48. All members shall have the right to be treated fairly and equally by the Directors and by other members of the Corporation.

ANNUAL AND OTHER MEETINGS OF MEMBERS

49. The annual general meeting of the Corporation shall be held in conjunction with the Provincial Championship of IPSC Newfoundland & Labrador.
50. Notice of the annual general meeting shall be mailed to all current members of the Corporation not less than 45 days prior to the date of the meeting and shall include an agenda for the meeting.

51. The following business shall be conducted at each annual general meeting of the Corporation:
- a) Presentation of the report of the Board of Directors.
 - b) Presentation of the financial statements for the most recent fiscal year, together with the report of the outside accountants or auditors if such have been appointed.
 - c) The appointment of accountants or auditors for the coming year if that is the wish of the members.
 - d) The election of Directors, in accordance with Paragraph 8 of the Constitution.
 - e) The consideration of amendments to the Constitution or other by-laws where appropriate notice has been given.
 - f) Such other business as may be included on the agenda of the meeting. Voting may not be conducted on any matter not included on the official agenda.
52. Other special general meetings of the members may be called by the Board of Directors, provided that specific notice of the date, time and place of the meeting, and details of the specific matters to be discussed, shall be mailed to all current members of the Corporation at least 21 days prior to the scheduled meeting.
53. A quorum of members for the transaction of business at any meeting of the members shall consist of not less than 10 or 50% of current members of the Corporation.
54. At all meetings of the members, every question shall be decided by a majority of votes of the members present in person, unless otherwise required by the by-laws of the Corporation or by governing statute. In the case of a tie vote, the Chairman shall be entitled to a second deciding vote. Any member may request that voting on a specific issue shall be by secret ballot.
55. Roberts Rules of Order shall govern all meetings of the members unless contrary to the by-laws of the Corporation.

ELECTION COMMITTEE

56. The Board of Directors shall appoint a chairperson for the election committee at least 60 days prior to the annual general meeting in each year. The chairperson and any committee members he appoints may not be candidates in the upcoming election.
57. The election committee shall be responsible for mailing the notice of annual general meeting to all current members, and shall invite members to nominate candidates for the position of Director by including a nomination form with that notice. A mailing address for the election committee must be included on the nomination form.
58. The election committee shall seek out suitable candidates for the Board of Directors and shall be responsible for ensuring that there are at least enough candidates to fill all the available positions.
59. All nominations must be in writing and received by the Election Committee not later than 7 days prior to the date of the Annual general Meeting. Each nomination must be signed by the nominator, the seconder and the nominee and all must be members in good standing of the Corporation.
60. The above nomination process shall be the only one recognized, and no other form of nomination shall be valid, nor shall nominations be accepted from the floor at the annual general meeting.
61. The election committee shall prepare ballots for the members in attendance at the annual general meeting. Such ballots will list all of the candidates duly-nominated and shall list such candidates in alphabetical order.
62. The election committee shall run and supervise the election, which shall be the last item of business on the agenda at the annual general meeting. The chairman of the election committee shall advise the members of the results of the election and, at the first annual general meeting, shall inform the members which three Directors have been elected to two-year terms and which two for one year only.
63. The chairman of the election committee shall call for a motion to approve the destruction of the election ballots and shall not destroy any ballots until such approval has been granted.

CONSTITUTION AND OTHER BY-LAWS

64. Any by-laws purporting to add to or otherwise amend this Constitution shall be enacted in the first instance by not less than four of the five Directors and shall be ratified by not less than three-quarters of the members present at a meeting called for this specific purpose. Such by-laws shall have no force or effect unless and until ratified by the members.
65. All other by-laws shall be enacted in the first instance by not less than three of the five Directors and shall be ratified by not less than two-thirds of the members present at a meeting called for this specific purpose. Such by-laws shall have full force and effect from the date of their enactment by the Board of Directors until the date of the meeting of members specifically called to ratify them, and thenceforth shall remain in effect only if duly ratified by the members.
66. Notices including full details of all Constitutional or other by-law matters to be ratified by the members must be mailed to all current members not later than 21 days prior to the date of the scheduled meeting.
67. A written petition bearing the signatures of not less than one-quarter of the current members of the Corporation may request the addition to or amendment of the Constitution or the placing before the membership of any other matter of business. Such petition may be delivered to any Director of the Corporation.
68. Upon receipt of such a petition, the Board of Directors must call a special meeting of the members to discuss such business. The petitioners shall be responsible for lodging with the Treasurer sufficient monies to cover all costs associated with preparing and distributing such notice.
69. This special meeting of the members must be held within 60 days of receipt of the petition unless the annual general meeting is to be held within 120 days of receipt of the petition, in which case the business raised in the petition shall be included on the official agenda for the annual general meeting and a special meeting of the members shall not be called.

70. In the event that the business raised in the petition is to be dealt with at the annual general meeting rather than at a special meeting of members, pursuant to Paragraph 69, then the petitioners shall not be responsible for any costs associated with distributing the notice of meeting.

FISCAL YEAR

71. The fiscal year of the Corporation shall be as determined by the Board of Directors, subject to the requirements of the incorporating legislation.

APPLICABLE LAW

72. The law governing the Corporation shall be Corporation Act of Newfoundland & Labrador and all amendments thereto, subject to all proper provisions of this Constitution and further by-laws of the Corporation.

Notice of Motion to Amend the
Constitution of IPSC Newfoundland & Labrador

WHEREAS it is felt that the members in good standing of the Corporation should decide directly who they wish to head IPSC Newfoundland & Labrador,

AND WHEREAS the present wording of the Constitution does not permit this direct selection,

BE IT RESOLVED that Articles 29, 30, 31, and 32 be changed and amended to read as follows:

29. The Officers of the Corporation shall be Directors of the Corporation and shall be elected to each position by the members of the Corporation in good standing.
30. Voting for the various offices of the Corporation shall be by secret ballot with the individual receiving the highest vote for each office being declared elected to that office.
31. At any meeting of the Board, a Board member may be removed by the remaining members for cause. Such removal shall require a unanimous vote of all other Directors.
32. A member so removed in accordance with Article 31 shall vacate his office immediately, and his office shall be held open until the next Annual General Meeting or until such time as a Special General Meeting can be called for the purpose of filling the vacant position.

This Notice to Amend the Constitution is made in full accordance with the provisions of Article 67 of said Constitution. The following petitioners have signed this document dated the twenty day of August in the year of our Lord one thousand nine hundred and ninety four.

Pat Dineen
Gayton
Ken Hensley
[Signature]

[Signature]
James Kenyon
W. Charles
J. Chalubwa
Earl Dwyer