



CONSTITUTION

Revision # 14
March 25, 2018

1 NAME.

- 1.1 The name of the CORPORATION shall be the Manitoba Darts Association Incorporated hereinafter called the Association.
- 1.2 This Constitution relates to the conduct of the affairs of the Manitoba Darts Association, a Corporation without share capital incorporated under the Manitoba Corporations Act.

Ratified A.G.M. March 19, 2017

2 OFFICE.

- 2.1 The head office of the Association shall be in the City of Winnipeg, in the Province of Manitoba. The Association shall have such other offices and agencies as the Board of directors determine.

3 OBJECTIVES.

- 3.1 To facilitate, aid and promote the sport of darts in Manitoba.
- 3.2 To promote, govern and develop the sport without limiting the generality hereof, the existing and future need and requirements of the sport.
- 3.3 To do all such things as are incidental or conducive to the attainment of the above.
- 3.4 To receive and maintain funds to use, purchase, donate and accumulate or distribute such funds to facilitate aid and promote the sport of darts.
- 3.5 To prepare individuals to compete in championship competitions at all skill levels, a youth development program, and the playing of darts as a leisure activity.
- 3.6 The maintenance of such programs including research, publication and education.

4 CORPORATE SEAL.



- 4.1 The seal, an impression whereof is tamped in the margin hereof, shall be the seal of the Association.

5 MEMBERSHIP.

- 5.1 Applicants for membership shall be residents of Manitoba and be the age of 10 years or over and shall contribute such amount as is determined by the Board of Directors as an annual membership fee. The Association shall have the following categories;

ADULT: A person who has attained the age of 18 years.

JUNIOR YOUTH: A person who has attained the age of 10 years and must be 15 or under as at 1st December of the current dart season.

SENIOR YOUTH: A person who has attained the age of 16 years and has not reached their 19th birthday by 1st of December of the current dart season.

LIFETIME: A person who has received a lifetime membership as voted by the Board of Directors.

MEMBER IN GOOD STANDING

A member will be in good standing provided that the Member:

- A) Has not ceased to be a member.
- B) Has not been suspended or expelled from membership or had other membership restrictions or sanctions imposed.
- C) Has completed and remitted all documents as required by the Association.
- D) Has complied with the bylaws, policies, and rules of the Association.
- E) Is not subject to a disciplinary investigation or action by the Association, or, if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the board; and
- F) Has paid all required membership dues.

Ratified Annual General Meeting March 25, 2018

MEMBER NOT IN GOOD STANDING

- 5.2 Membership may be terminated without refund by the member by giving written notice to the Secretary of the Association or allowing their membership to expire.



- 5.3 The Association, by resolution approved by a 2/3 majority of those present at a Directors meeting or a special Directors meeting duly called, may terminate the membership of any member for good and sufficient reason.
- 5.4 Notice of such termination shall be sent in writing by registered letter to the member at the membership address by the Secretary of the Association.
- 5.5 The member shall have thirty (30) days from the date of posting of the notice to appeal to the Board of Directors for a review of such termination.
- 5.6 Membership shall be suspended indefinitely with no right of appeal for any person who is indebted to the association and has received such notice by registered mail. A suspension shall be lifted once any financial obligation has been removed.
- 5.7 The Secretary of the Association shall notify the National Darts Federation of Canada of suspensions of membership.

6 MEETINGS OF MEMBERS.

6.1 ANNUAL GENERAL MEETING.

- 6.1.1 The Annual General Meeting shall be held in conjunction with the Adult Provincial Championship each year. The meeting shall be scheduled at a time and location at the discretion of the Secretary upon consultation and on the advice of the Directors of the Association.

Ratified Annual General Meeting March 19, 2017

The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Associations fiscal year end. Any member, upon request, will be provided, not less than thirty (30) days before the Annual Meeting and not more than fifty (50) days, with a copy of the approved financial statements, Auditor's report or Review Engagement report.

Ratified Annual General Meeting March 25, 2018

Auditors:

At each Annual General meeting, the members will appoint an Auditor to Audit or conduct a Review Engagement of the books, accounts and records of the Association, in accordance with the Act. The Auditor will hold office until the next Annual Meeting. The Auditor will not be an employee, Officer,



or Director of the Association, and must be permitted to conduct an Audit or Review Engagement of the corporation under the “Public Accounting Act, 2004” as Amended.

Ratified Annual General Meeting March 25, 2018

- 6.1.2 The Secretary shall send such notice to all members of the meeting a full thirty (30) days prior to the meeting and enclose the agenda of the meeting.

6.2 SPECIAL GENERAL MEETING.

- 6.2.1 Within fifteen (15) days of receipt by the Secretary of a request in writing from not less than ten (10) active members or a majority of Directors or a combination of active members and Directors being in total not less than ten (10), the Secretary shall cause a Special General Meeting.
- 6.2.2 The Special General Meeting is to be convened within thirty (30) days following the expiration of the afore mentioned fifteen (15) day period at a time and place as the Secretary determines.
- 6.2.3 The Secretary shall send notice of such a meeting with the agenda to all members a full fifteen (15) days prior to the meeting.
- 6.2.4 Proxy votes are not permitted.

7 QUORUM.

- 7.1 The quorum for the Annual General Meeting of the Association shall be twenty (20) members eligible to vote, plus a Chairperson.

Ratified Annual General Meeting March 25, 2018

8 VOTING.

- 8.1 Each member and the youth representative from each zone shall be entitled to vote at meetings of the Association and every question submitted to any meeting of the members shall be decided in the first instance by a show of hands unless an oral poll is demanded.
- 8.2 At any meeting, unless a ballot is demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or defeated unanimously or by a particular majority shall be conclusive evidence of that fact.



8.3 Ordinary resolutions shall require a majority vote of those present and voting at a general meeting.

9 BOARD OF DIRECTORS.

9.1 The business of the Association shall be governed by a Board of Directors of no less than thirteen (13) directors of whom Six (6) shall be Officers of the Association, Seven (7) shall be the additional Directors and the remainder shall be the designates of the zones.

9.2 Meetings of the Board of Directors shall consist of a quorum of seven (7).

9.3 Directors shall be elected at the Annual General Meeting of the Association, to be held in conjunction with the Adult Provincial Championship each year.

Ratified Annual General Meeting, March 19, 2017

9.4 Six (6) members of the Board of Directors shall be elected during **EVEN** years, to office for two (2) years.

President	Provincial Director	Membership
Publicity	Secretary	Youth

9.5 Seven (7) members of the Board of Directors shall be elected during **ODD** years, to office for two (2) years.

Vice President	Treasurer	Chairperson
Tournament	Ways & Means	Rules & Regulations
Coach		

9.6 The President must have previously served on the Board of Directors for a term of not less two (2) years directly prior to being elected.

Ratified A.G.M. March 24, 2000

9.7 The Provincial Director must have previously served on the Board of Directors two (2) years directly prior to being elected.

Ratified A.G.M. March 24, 2000

9.8 No person shall be a Director of the Association unless they have been, immediately prior to their nomination, a permanent resident of Manitoba and is a member in good standing of the Association.



9.9 At the Provincial Championships the members shall elect the officers and directors to their respective positions by a majority vote and shall be in the following order;

1. President, 2. Provincial Director, 3. Vice President, 4. Treasurer, 5. Secretary, 6. Chairperson, 7. Membership, 8. Publicity, 9 Youth, 10. Tournament, 11. Ways & Means, 12. Rules & Regulations, 13. Coach.

Terms of office are effective for a period of two (2) years or if required as determined by the Board of Directors.

9.10 The office of an Officer or Director shall be automatically vacated when any such Officer or Director resigns their office by written resignation delivered to the Secretary of the Association.

Ratified Annual General Meeting March 25, 2018

9.10.1 Is found to be of unsound mind. Becomes bankrupt or takes benefit of any legislation relating to bankruptcy of Insolvency, is removed from office by resolution passed by two thirds (2/3) of the members present and voting at a Special General Meeting called for that purpose.

9.10.2 Ceases to be a permanent resident of Manitoba or a member of the Association in good standing.

9.10.3 Does not attend three (3) regular meetings of the Board without leave or Provides satisfactory reasons for non-attendance shall be deemed to have resigned their position.

It is mandatory for all Executive/Director members of the MDAI to attend the Annual General meeting as well as the S.A.G.M. Any Executive/ Director Member who does not attend without prior notification or just cause will be automatically removed from the board of Directors.

Any Executive/ Director who has been removed from the Board of Directors shall not be eligible to run for office for a period of two (2) years.

Ratified A.G.M. September 14, 2011

9.10.4 Dies.



- 9.11 Where a vacancy occurs, the Board of Directors shall by resolution fill the vacancy until the next General Meeting at which time a Director shall be elected to complete any un-expired term.
- 9.12 The Board shall meet at the call of the Chairperson or the written request of four (4) Directors not later than nine (9) days after such written request is submitted to the Secretary.
- 9.13 Notice of meetings of the Board shall be delivered by hand or mailed at least seven (7) days before each meeting with a copy of the agenda, provided always that a Director may in any manner waive notice of a meeting of Directors and the attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- 9.14 A Director may, if all Directors consent participate in a meeting of Directors or of a committee of Directors by means of telephone or other communication facilities, which permits all persons participating to hear each other, is deemed to be present at a meeting.
- 9.15 Questions arising in any meeting of the Board shall be decided by a majority of votes, the Chairperson not voting. In the event of equal votes the Chairperson shall have the deciding vote.
- 9.16 Notwithstanding any of the foregoing provisions of this Constitution, a resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of the Directors or of the committee of Directors, and is 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.
- 9.17 The Directors shall receive no remuneration for acting as such but shall be reimbursed for allowable expenses as deemed by the Board of Directors. No Director may receive any gain, financial or otherwise from the Association or by virtue of their position as a Director of the Association.
- 9.18 The Board may exercise all such powers of the Association, which are not required by the Corporations Act of Manitoba or by this Constitution to be exercised by the members at a General meeting.



- 9.19 The Directors may from time to time appoint from among their members a committee(s) or Directors may subject to Section 110 of the Corporation Act of Manitoba, delegate to such committee(s) any of the powers of the Directors. Directors to serve on such committee as may be established as being necessary to coordinate the business of the Association when acting in conjunction with third parties provided however that such Directors when serving on such committees should not have the power to bind the Association.
- 9.20 At least two (2) months before each Annual General Meeting the Board of Directors shall appoint an individual who shall be available and not eligible for seeking re-election as a Director or officer to act as a Chairperson of the annual election of Directors.
- 9.21 Director at Large.
Any elected Director, excluding the Executive Committee, may apply to have a Director At Large designation. Any such designation must be approved by a majority of the Executive Committee and would be subject to review after each election. Any Director approved in such capacity would be required to submit a written report for every Board of Directors meeting.

Ratified Annual General Meeting, March 19, 2017

10 OFFICERS.

- 10.1 The Officers of the association shall be the following; President, Vice President, Provincial Director, Treasurer, Membership, Secretary, Past President (Advisory position only).
- 10.2 The Officers of the Association shall constitute the Executive Committee, which shall meet as needed. The timing and frequency of these meetings shall be at the discretion of and called by the President.
- 10.3 The quorum for such meetings shall be three (3) out of seven (7) of its standing members.
- 10.4 A report of the above meeting shall be presented in writing to the Board of Directors at its next regularly scheduled meeting.
- 10.5 All officers in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time with just and sufficient cause, provided the director has been given fourteen (14) days written notice of, and the opportunity to be present and to be heard at such a meeting.



Ratified Annual General Meeting, March 19, 2017

- 10.6 In the case of absence of agreement to act as the Provincial Director, President, Vice President or any other officer of the Association, or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such office to any other officer or to any other Director for the time being.
- 10.7 The Provincial Director shall represent the Association on all matters dealing with the National Darts Federation of Canada and shall advise the Board of Directors of all matters arising there from and further shall attend all Directors meetings and shall also have a vote at such meetings.
- 10.8 The President shall be the Chief Executive Officer of the Association and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned by the Board of Directors. The President shall perform the duties of the Provincial Director in the absence or inability of the Provincial Director to perform such duties.
- 10.9 The Past President to act as an advisor to the President and the term of office would be for the two (2) years immediately following termination as President. The Past President would have full voting privileges but would not have to abide with paragraph 9.10.3.
- 10.10 The Vice President of the Board shall assist the President when called upon.
- 10.11 The Ways & Means Director shall oversee fund raising activities, schedule and coordinate workers at fund raising events and call and preside over any Ways & Means committee meetings.
- 10.12 The Treasurer shall have custody of all the funds of the Association and shall make disbursements as ordered by the Board of Directors, review the financial



position of the Association and make recommendations to the Board of Directors concerning the finances of the Associations capital funds and investments.

Prepare the annual budget, provided however, that any such duties of the Treasurer may be delegated to an Administrative Officer and the Board may from time to time authorize such an Administrative Officer to perform any function of the Treasurer.

Keep vouchers of all disbursements; keep all books of the Association in proper order.

Render an accounting of all financial transactions at General Director's meetings and shall exhibit at such meetings the books of the association when called to do so.

Furnish the General Meeting of the Association with a financial statement of the association's position.

Ensure that the books of the Association are audited on an annual basis by an accredited accounting firm or agency. Shall return all books belonging to the Association upon retirement as Treasurer.

10.13 The Membership Director shall enroll all members and maintain a record of all membership information, remit all fees to the Treasurer. Report all memberships to the National Association. Advise the Board of membership changes as they occur and provide projections for the purpose of budgeting.

10.14 The Secretary shall record or cause to be recorded the minutes of all meetings. Distribute copies of such minutes and notices of meetings to the members and Directors as required by the Constitution or as ordered by the Board.

Have custody of the corporate seal of the Association. Write and send copies of letters written on behalf of the Association as directed by the board. Respond to correspondence received by the Association.

Retain contracts, documents or instruments in writing requiring the signature of the Association and all signed by the President and one other officer of the Association, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.



- 10.15 The Board shall have power from time to time by resolution to appoint any officer or any person on behalf of the Association either to sign contracts, documents and instruments in writing. This would be in the event of illness, relocation of the President, or as delegated by the President.

11 ADDITIONAL DIRECTORS.

- 11.1 The Chairperson of the Board shall preside at all meetings of the Board of Directors with the express purpose of ensuring the smooth and efficient transaction of business.
- 11.2 The Rules and Regulations Director shall make any recommendations for changes to the Constitution, after Notices of Motions have been ratified by the General Membership update the Constitution incorporating all changes within sixty (60) days of the meeting, and present to the President and the Board.
- 11.2.1 Make sufficient copies of the Constitution for all members of the Board of Directors. The Constitution, when printed, must contain the impression of the corporate seal.
- 11.2.2 Prepare and maintain a set of regulations pertaining to policies and procedures of the Association as approved at the Board of Directors meetings.
- 11.2.3 Prepare and maintain an up to date job description for all positions on the Board of Directors.
- 11.2.4 Review the Rules and Regulations of the Association with respect to the Provincial Championships and qualifying tournaments.
- 11.3 The Youth Director shall be responsible for conduct of all meetings, tournaments and membership of all individuals under the age of 18 years interested in playing the sport of darts.
- 11.4 The Tournament Director shall be responsible for organizing all tournaments for the Association, ensure that all rules and regulations are followed, and report all tournament results.



- 11.5 The Publicity Director shall publicize the people and the events of the Association and compile and distribute the newsletter.
- 11.6 The Coaching Certificate Director shall be responsible for the development and implementation of a coaching certification program.

12 INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS.

- 12.1 Every Director and Officer of the Association or other person who has undertaken or is about undertake any liability on behalf of the Association will at all times be indemnified and saved harmless out of the funds of the Association from and against;
All costs, charges and expenses whatsoever which such Directors, Officers or other persons sustain or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, permitted by them or about the execution of the duties of their office. All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.
- 12.2 The Directors of the Association are hereby authorized from time to time to cause the Association to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Association and to secure such Director or other persons against loss by mortgage and charge upon the whole or any part of the real and personal property of the Association by way of security and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the members.
- 12.3 If any Director or Officer of the Association shall be employed by or shall perform services for the Association other than as a Director or Officer, or shall be a member of a firm or shareholder, Director or Officer of a company which is employed by or performs services for the Association, the fact of their being a Director or Officer of such a firm or company as the case may be, shall not preclude them from receiving proper remuneration for such services.

13 COMMITTEES.



- 13.1 Each of the additional Directors as identified above shall at the discretion of the Board form a committee to assist in undertaking their duties or to deal with a particular matter.
- 13.2 Each Director shall act as Chairperson of their committee and shall appoint such members of the Association as they deem necessary in order to carry on the business of the committee.
- 13.3 The committee may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit, provided however that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business and questions arising at any meeting of the committee shall be decided by a majority of votes, the Chairperson shall have a deciding vote.
- 13.4 The Board may from time to time constitute such other committees, as it deems necessary and prescribe their duties.

14 ZONES.

- 14.1 The Province shall be divided into zones and the boundaries of such zones be determined by Board. Each zone shall have its own executive consisting of a minimum of a Chairperson, Secretary-Treasurer, Membership and Tournament.
- 14.2 The minutes of every zone meeting including a financial report will be sent to the Secretary of the Association. Each zone shall supply a list of all members who hold a valid membership within that zone.
- 14.3 The Chairperson of each zone shall also be a Director of the Association; In the event that the Zone Chair is already a member of the Board in another capacity, another member of that zone executive shall sit on the Board instead and have the voting privileges of that position.
- 14.4 Each zones youth members shall elect from their Senior Youth members a duly constituted general meeting of its membership, a youth representative who shall sit on a Zone Executive committee with full voting privileges as an assistant to the Youth Director. Where no senior youth member exists then the representative shall be the oldest youth member.

15 FINANCES.



- 15.1 All monies belonging to the Association shall be deposited by the Treasurer or other designated person in a bank account in the name of the association. A detailed record of all monies received, receivables paid and payable by the Association shall be kept by the Treasurer in the books of the appropriate form.
- 15.2 Expenditures shall be made only by authority of a general meeting of the Board or as set forth in the Constitution. All cheques drawn on the Associations funds shall be signed by the persons designated by the Board. The fiscal year of the Association shall end on 30th June.

16 RULES AND REGULATIONS.

- 16.1 The Constitution of the Association may be amended or added to by the Board of Directors at any duly called and constituted meeting of the Board, and shall be effective from the time of their passing provided such changes are; Approved by at least two thirds (2/3) of the Directors eligible to vote, consistent with the existing Constitution and presented to the membership at a general meeting of the members duly called for that purpose or the next general meeting.
- 16.2 At this time any and all such changes to the Constitution shall be confirmed by being read to the membership and then entered into the minutes of the meeting, unless a motion to the contrary is put forth from the floor immediately, and the new motion is carried by a two thirds (2/3) majority, the motion is carried.
- 16.3 When any such change to the Constitution is not so confirmed by the general membership it shall have effect only from the time of it's passing until the meeting and not thereafter. No subsequent change of the same or similar substance shall have any effect until confirmed in like manner at a general meeting of the members.

17 POLICY.

- 17.1 Conflict of Interest.
A Director or Officer or Executive Committee member or member of a committee who has an interest in, or perceived as having an interest in a proposed contract or transaction with the Association, shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain



from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

Ratified A.G.M. March 19, 2017

18 AMENDMENT OF THE CONSTITUTION.

- 18.1 The Constitution of the Association may be repealed, amended or re-enacted by the Board at a duly called and constituted meeting of the Board.
- 18.2 Every such repeal, amendment or re-enactment is effective from the time of its passing, provided firstly that at least two thirds (2/3) of the Directors eligible to vote, voted in favor of such. If it is confirmed with or without variation at a general meeting of the members duly called for that purpose or at the next annual meeting, whichever is held first.
- 18.3 Any such repeal, amendment or re-enactment which is not confirmed at such a meeting has the effect from the time of its passing until the meeting but not thereafter.
- 18.4 No subsequent Constitution repeal, amendment or re-enactment of the same or similar substance has any effect until confirmed at a general meeting of the members.

19 INTERPRETATION OF THE CONSTITUTION.

- 19.1 In this and in all other By Laws of the Association unless the context otherwise requires word importing the singular member only shall include the plural and vice versa, words importing the masculine genera shall include feminine and neuter genders, words importing persons shall include companies, corporations, partnerships and any number of aggregate persons, the “Board” shall mean the Board of Directors of the Association.

20 DISSOLUTION.



- 20.1 Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property will be distributed to a Charity as directed by the current years Board of Directors.

Ratified Annual General Meeting March 25, 2018

CONSITUTION REVISION No. 14 03/25/2018