

## CANADIAN FENCING FEDERATION

### BY-LAWS

1. In these by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Canada Not-for-Profit Corporations Act*, R.S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may hereinafter be substituted therefor, as amended from time to time;

“Articles” means that original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

“Board” means the board of directors of the Corporation;

“Corporation” means the Canadian Fencing Federation, the corporation without share capital incorporated under the *Canadian Corporations Act* by letters patent dated May 21, 1971 and named CANADIAN FENCING ASSOCIATION, and supplemental letters patent dated December 6, 1989 changing the name to the CANADIAN FENCING FEDERATION, and continued under the *Canada Not-for-Profit Corporations Act*;

“meetings of Members” includes an annual meeting of Members and a special meeting of Members.

2. Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
3. The official languages of the Corporation are English and French. For the purposes of interpretation of any by-law, resolution, minutes or any other written record passed, adopted or kept by the directors, members, employees, agents and committee members of the Corporation, the language of drafting of the original version shall predominate.

### CLASSES OF MEMBERSHIP

4. Membership in the Corporation shall be limited to those interested in furthering the objects of the Corporation who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.
5. Membership in the Corporation is defined as follows:

- a. Branch Members shall consist of such organizations that have the responsibility and jurisdiction over fencing clubs and License Holders in their respective geographic areas as delegated to them by the Corporation. Those currently holding Branch Membership in the Corporation and the geographic area allotted to each Branch Member are as follows:

The Alberta Branch - The Province of Alberta

The British Columbia Branch - The Province of British Columbia

The Manitoba Branch - The Province of Manitoba

The New Brunswick Branch - The Province of New Brunswick

The Newfoundland Branch - The Province of Newfoundland and Labrador

The Nova Scotia Branch - The Province of Nova Scotia

The Ontario Branch - The Province of Ontario

The Prince Edward Island Branch - The Province of Prince Edward Island

The Quebec Branch - The Province of Quebec

The Saskatchewan Branch - The Province of Saskatchewan

The Yukon Branch - The Yukon Territory

The Nunavut Branch - Nunavut

The Northwest Territories Branch - The Northwest Territories

- b. Only Branch Members shall be entitled to receive notice of meetings of members or to vote at such meetings, or to participate in the distribution of the property of the Corporation in the event of dissolution.
6. The board of directors shall determine the annual dues payable by each Branch Member. Members in default of any payment of dues shall, upon written notice from the Corporation, cease to be members of the Corporation.
  7. Membership in the Corporation is terminated when:
    - a. The Member, in the case of a member that is a corporation, dissolves;
    - b. The Member resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal

becomes effective;

- c. By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination;
- d. The Member's term of membership, if defined by the Board, expires; or
- e. By a vote of three quarters (3/4) of the members at an annual meeting.

#### LICENSE HOLDERS

- 8. License Holders of the Corporation are those persons who pay a set fee to the Corporation, at an amount to be recommended by the Executive Director and confirmed by the board of directors.
- 9. License Holders will be members of the appropriate Branch Member, who will represent their License Holders in a manner to be approved by the members of the Corporation and the board of directors of the Corporation, in accordance with the voting provisions detailed below.

#### REGISTERED OFFICE

- 10. The registered office of the Corporation shall be in the Province of Ontario at a location designated from time to time by the board of directors.

#### BOARD OF DIRECTORS

- 11. The Corporation shall be governed by a board of directors which supervises the management of the business and affairs of the Corporation.
- 12. The board of directors shall be comprised of a maximum of seven (7) and a minimum of five (5) directors, to be elected by the members of the Corporation. One (1) of the directors shall be elected as President of the Corporation, and the remaining directors shall be elected to serve without portfolio. Directors shall hold office for a two-year term, being elected at the annual meeting of the Corporation. Two directors shall be elected at alternate year annual meetings.
- 13. One director shall be designated as the Treasurer of the Corporation.
- 14. One director shall be designated as the Secretary of the board of directors of the Corporation.
- 15. All directors agree to uphold the provisions of the Corporation's Code of Conduct and all other applicable policies.

ELECTION OF THE BOARD OF DIRECTORS

16. Candidates to the board of directors can only be nominated by members in advance of the annual meeting. In the event that insufficient advance nominations are received for election to the board of directors, nominations may be called from the floor during the meeting of the members. The election of directors will be by simple majority.
17. Any individual, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who fulfills the requirements of the *Income Tax Act* in relation to serving as a director of a registered charity, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a director.

VACATING A POSITION OF DIRECTOR

18. The office of director shall be automatically vacated:
  - a. If a director resigns his office by (1) delivering a written resignation to the Secretary of the board, or (2) being absent from two consecutive meetings of the board without a reasonable excuse;
  - b. If he is found to be incapable by a court in Canada or in another country;
  - c. If he becomes bankrupt;
  - d. If, at a special meeting of members, a resolution is passed by a majority of the members present that he be removed from office; or
  - e. Upon the director's death.
19. If a vacancy on the board of directors should occur for any of the above reasons, the board may, by majority vote, fill the vacancy by appointment, to be confirmed by a vote of members at the first annual meeting of members following the date of the appointment.

PRESIDENT OF THE CORPORATION

20. The President of the Corporation shall serve a two year term and will also serve as the Chair of the board of directors.
21. The President of the Corporation shall have an equal vote for resolutions presented to the board, and in the event of a tie he will have the deciding vote.

CONFLICT OF INTEREST

22. All members of the board of directors shall disclose any conflict of interest, perceived or real, in the following manner:
  - a. Upon being nominated, elected or recognized, and on an annual basis thereafter, all members of the board of directors will complete a written statement disclosing any real or perceived conflict of interest that they might have.
  - b. At any time a member of the board of directors becomes aware that he might be in a position of real or perceived conflict of interest, he shall disclose this conflict to the President of the Corporation in writing.

MEETINGS OF THE BOARD OF DIRECTORS

23. The board of directors shall meet at least once per month either in person or by other means, or as requested by the President. A majority of the number of directors constitutes a quorum.
24. Special or extraordinary meetings may be called at the discretion of the President of the Corporation in his capacity as Chair of the board of directors when circumstances so warrant.
25. Members of the board of directors must attend all meetings, except in unavoidable circumstances. Failure to attend two consecutive meetings without a reasonable excuse will constitute resignation from the board of directors.
26. The agenda for each meeting will be made available to all members of the board two weeks in advance by the Secretary of the board of directors and will be approved at the commencement of each meeting.
27. All resolutions of the board of directors will be recorded and made available to the members of the Corporation. All resolutions of the board must be passed by a majority vote, and a director who is present at a meeting is deemed to have consented to any resolution passed or action taken at the meeting unless:
  - a. The director requests a dissent to be entered in the minutes of the meeting before the meeting is adjourned;
  - b. The director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
  - c. The director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned.

28. A director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the director:
  - a. Causes a dissent to be placed with the minutes of the meeting; or
  - b. Sends a dissent by registered mail or delivers it to the registered office of the corporation.
29. A meeting of the Board may take place by teleconference upon the consent of the directors.
30. The directors may meet by other electronic means that permit each director to communicate adequately with each other provided:
  - a. The directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;
  - b. Each director has access to the specific means of communications to be used; and
  - c. Each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting
31. Where it is necessary to record votes by other than in-person means, these votes will be confirmed at the first possible meeting of the board of directors.
32. All documentation related to the operations of the board of directors shall be available in both official languages.

#### LIABILITIES OF THE BOARD OF DIRECTORS

33. All members of board of directors are covered by Board of Directors Liability Insurance.

#### CONFIDENTIALITY OF THE BOARD OF DIRECTORS

34. All members of the board of directors shall respect the confidentiality of the board's discussions.
35. Any dispute with or within the board of directors will be resolved within in the board by the President of the Corporation, in accordance with the provisions of the Dispute Resolution Policy and Procedures of the Corporation.
36. Where a dispute is beyond the jurisdiction of the President and the board of directors, the matter shall be referred to the Sport Dispute Resolution Centre of Canada, or any substitution or replacement therefor.

INDEMNITIES TO DIRECTORS AND OTHERS

37. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a. All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
  - b. All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

POWERS OF DIRECTORS

38. The directors of the Corporation shall have the power to:
- a. Ensure accountable organizational performance;
  - b. Enforce upon itself the discipline required to govern with excellence;
  - c. Govern the ongoing financial health of the Corporation through board policies that prohibit the development of fiscal jeopardy or material deviation of expenditures from board priorities;
  - d. Make policies and procedures relating to the discipline of Members and License Holders, and have the authority to discipline Members and License Holders in accordance with such policies and procedures; and
  - e. Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures.
39. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board may prescribe.
40. The board shall take such steps as they may deem requisite to enable the Corporation to

acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the purposes of the Corporation.

41. All officers shall cease to be officers if they cease to be directors or if they, except the President, are removed by a majority of the board.

#### DUTIES OF OFFICERS

42. The President shall preside at all meetings of the board and he shall ensure that all orders and resolutions of the board are carried into effect. He shall perform such other duties as may be directed from time to time by the board.
43. The board shall develop the strategy and policies of the Corporation and shall communicate those, through the President, to all members of the Corporation.
44. The President shall chair meetings of the board unless found to be in conflict of interest or absent from the meeting. In such an instance, the directors may appoint, from among those directors present, a director to Chair the meeting.
45. The duties of the President as Chair of the board of directors are:
  - a. To chair board meetings with all the commonly accepted power of that position;
  - b. To ensure the board behaves consistently with its rules and policies; and
  - c. To represent the board to outside parties, both nationally and internationally.
46. The Chair may delegate any of these authorities but remains accountable at all times for their use.
47. Where the board deems it necessary to employ a paid recording secretary, the recording secretary may be empowered, by resolution of the board, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and of the board, and shall perform such other duties as may be prescribed by the board.
48. The Treasurer shall have the oversight for the custody of the funds and securities of the Corporation and the accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time. He shall have oversight of the disbursement of the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the board, or whenever they may require it, an

accounting of all the transactions and a statement of the financial position, of the Corporation.

49. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them.

#### EXECUTION OF DOCUMENTS

50. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers as determined from time to time by the board and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. .
51. The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or Corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

#### MEETINGS OF MEMBERS

52. Meetings of the members shall be held at the registered office of the Corporation or at any place in Canada as the board may determine and on such day as the directors shall appoint. The annual meeting of the Members must be held within fifteen months of the last annual meeting but not later than six months after the end of the Corporation's preceding financial year.
53. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members, except that business that would have the effect of instituting or increasing any fee or charge levied upon any member may be transacted only if it is included specifically in the meeting agenda issued in advance of the meeting and, in particular, in no circumstance may such business be introduced or transacted under New Business. The board or the President shall have the power to call, at any time, a general meeting of the members of the Corporation. Branch Members holding no less than 5% of the votes of the Corporation may also call a special meeting of members of the Corporation.
54. Thirty (30) days' prior written notice shall be given to each member of any annual or special general meeting of members. The agenda for any such meeting shall be given to

- each member prior to such meeting. Where special business will be conducted, the notice will give sufficient information for forming a reasoned judgment.
55. At the annual meeting and any special meeting of the Corporation, each Branch Member shall have the right to exercise votes as per the number of individual License Holders registered in each branch as they appear on the license database of the Corporation twenty-one (21) days prior to the meeting. Each License Holder shall be counted only once for the purposes of this calculation, as follows:
- a. One vote for a Branch Member in good standing twenty-one (21) days prior to the meeting; *plus*
  - b. One vote for each block of 500 License Holders registered to that Branch Member by 31 March of the calendar year in which the meeting is taking place.
56. Proxy votes shall be permitted at all meetings of members only when the delegate of a Branch Member is unable to attend. In such event, a form of proxy shall be submitted to the Secretary at any time prior to the meeting, duly signed by the Branch Member president or secretary, appointing another Branch Member to cast the vote(s) of the absent delegate. The proxy-holder shall vote the proxy according to the written instructions therein. A Branch Member may hold the proxy vote(s) of only one other Branch Member. Either a form of proxy or a reminder of the right to use a proxy shall be attached to the notice of meeting going to each Member.
57. At all meetings of the members of the Corporation, a quorum shall consist of a majority of the votes held by all Branch Members and the presence of at least five (5) Branch Members.
58. At any meeting of members of the Corporation, decisions shall be determined by a simple majority of the votes cast unless otherwise specified by this by-law or by the Act. Voting will be by show of hands unless a ballot is requested by a voting delegate.
59. At any meeting of members of the Corporation, the chair of the meeting shall be the President of the Corporation. In the situation where the President is absent, the members shall appoint the chairperson for the meeting. In the situation where the chairperson is in conflict of interest, the members may appoint a chair to chair that issue only. If a delegate is the chair he shall retain his vote. The chair of any general meeting shall have a casting vote in case of a tie.
60. No error or omission in giving notice of any meetings of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

MINUTES OF BOARD OF DIRECTORS

61. The resolutions of the board shall be available to the members of the Corporation in advance of the annual meeting.

FINANCIAL YEAR

62. Unless otherwise ordered by the board, the fiscal year-end of the Corporation shall be March 31.

AMENDMENT OF BY-LAWS

63. The by-laws of the Corporation may be repealed or amended if:
- a. Enacted by a majority of the directors at a meeting of the board and sanctioned by a majority vote of the members; or
  - b. Enacted by a majority vote of the members at a meeting duly called for the purpose of considering the said by-law.
64. In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members is required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:
- a. Change the Corporation's name;
  - b. Change the province in which the Corporation's Registered Office is situated;
  - c. Add, change, or remove any restriction on the activities that the Corporation may carry on;
  - d. Create a new class or group of Members;
  - e. Change a condition required for being a Member;
  - f. Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
  - g. Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
  - h. Add, change, or remove a provision respecting the transfer of a membership;
  - i. Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;

- j. Change the statement of the purpose of the Corporation;
- k. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l. Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m. Change the method of voting by Members not in attendance at a meeting of Members;  
or
- n. Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

#### AUDITORS

- 65. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the officer of auditor. The remuneration of the auditor shall be fixed by the board.
- 66. The financial accounts of the Corporation shall be audited annually no later than five (5) months following the termination of the fiscal year.

#### BOOKS AND RECORDS

- 67. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

#### POLICIES, RULES AND REGULATIONS

- 68. The board has the authority to prescribe such policies, rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.
- 69. All official documents of the Corporation, with the exception of minutes of meetings of the board of directors, shall be posted on the Corporation's website immediately following enactment. Only those documents posted on the Corporation's website will be considered the current documents for the interpretation or governance of the Corporation.
- 70. Official documents include, but are not limited to, bylaws, rules and regulations and policies of the Corporation.
- 71. The board of directors must approve documents before they are made public.

#### ADOPTION

FINAL June 14, 2014

72. These by-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on June 12, 2014.
73. These by-laws were ratified by the members of the Corporation entitled to vote at a meeting of members duly called and held on June 14, 2014.
74. In ratifying these by-laws, the members of the Corporation repeal all prior by-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws

A handwritten signature in blue ink, appearing to read 'Brad Goldie', with a stylized flourish at the end.

Brad Goldie, President  
Canadian Fencing Federation