



Organization, Roles and Responsibilities of the Board of Directors of the Canadian Fencing Federation

Preamble:

The Canadian Fencing Federation (hereafter referred to as the CFF) shall be governed by a Board of Directors (hereafter referred to as the Board) elected from and by the membership of the CFF. The Board of Directors will be charged with overseeing the management of the business and other affairs of the CFF.

Organization

1. The Board of Directors shall be elected by the voting members of the CFF, namely the Branch organisations. One (1) director shall be elected as President 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 General Meeting of the CFF. Two directors shall be elected each year.
2. One director shall be designated as the Treasurer of the CFF.
3. One director shall be designated as the Secretary of the Board of Directors of the CFF.

Election of Directors to the Board of Directors

4. Candidates to the Board of Directors can only be nominated by Branch members, using the advanced nomination form circulated with the notification of the Annual General Meeting. In the event that no advanced nominations are received for election to the Board of Directors, nominations may be called from the floor during the meeting of the members who are eligible to elect the Board.
5. Directors shall be elected by secret ballot. A candidate must receive a majority vote of members in order to be acclaimed into the position of director. Where more than one candidate is nominated, a series of ballots will be held until one candidate receives a clear majority of votes. Otherwise, at each ballot the candidate with the least number of votes shall be eliminated. Should a candidate not receive the majority of votes of members, even though

he or she may be the only candidate, the candidate shall not be acclaimed as a director of the Board.

6. Directors will be elected to serve on behalf of all fencing constituencies and will not represent special interest groups within the community.

Vacating a Position of Director

7. The office of Director shall be automatically vacated:
- a. If a director shall resign his office by delivering a written resignation to the Secretary of the Board.
 - b. If he or she is found to be or becomes of unsound mind;
 - c. If he or she becomes bankrupt or suspends payment or compounds with his creditors;
 - d. If he or she is declared incapable by a court of competent jurisdiction;
 - e. If he or she is absent from two consecutive meetings of the Board without a reasonable excuse;
 - f. If the disciplinary process for violations of the Code of Conduct of the Canadian Fencing Federation recommends removal from the Board;
 - g. If, at a special general meeting of members, a resolution is passed by two-thirds of the members present that he or she be removed from office; or
 - h. Upon death.
8. If a vacancy on the Board of Directors should occur for any of the above reason, the Board may, by majority vote, fill the vacancy by appointment, to be confirmed by a vote of members at the first Annual General Meeting of members following the date of the appointment.

President of the Canadian Fencing Federation

9. The President of the CFF will be nominated to the position and voted a majority of eligible voters to serve a two year term. The President will also serve as the Chair of the Board of Directors.
10. The President of the CFF shall have an equal vote for resolutions presented to the CFF, except in the event of a tie, he or she will have the deciding vote.

Meetings of the Board of Directors

11. The Board of Directors shall meet at least once per month either in person or by other means. Meetings will be conducted in accordance with Robert's Rules as well as the Bylaws of the CFF.
12. Special or extraordinary meetings may be called at the discretion of the President of the CFF in his/her capacity as Chair of the Board of Directors when circumstances so warrant.
13. Members of the Board of Directors must attend all meetings, except in unavoidable circumstances. Failure to attend two consecutive meetings will constitute resignation from the Board of Directors.
14. The agenda for each meeting will be posted two weeks in advance by the Secretary of the Board of Directors and will be approved at the commencement of each meeting.
15. All decisions of the Board of Directors will be recorded and be publically posted. All decisions of the Board will be deemed to be unanimous decisions.
16. All documentation related to the operations of the Board of Directors shall be available in both official languages, in accordance with the Official Languages Policy of the CFF.

Liabilities of the Board of Directors

17. All members of Board of Directors are covered by Board of Directors Liability Insurance.

Confidentiality of the Board of Directors

18. All members of the Board of Directors shall respect the confidentiality of the Board's discussions.
19. If deemed necessary, all members of the Board of Directors will sign and abide by a non-disclosure agreement. Failure to comply with such an agreement, or failure to sign an agreement, will result in sanctions of the individual Director, up to and including dismissal from the Board.

Dispute Resolution

20. Any dispute with or within the Board of Directors will be resolved within the board by the President of the CFF. Where a dispute is beyond the jurisdiction of the President, the matter shall be referred to Sport Dispute Resolution Centre of Canada (SDRCC) in accordance with the Dispute Resolution Policy and Procedures of the CFF.

Organizational Direction

21. The Board of Directors is responsible for selecting and engaging the Executive Director of the CFF, who reports to the President.

Review and Approval

22. This policy is to be approved by the Board of Directors of the CFF and shall be reviewed on a regular basis, as and when required.

Recommended for Approval:



Brad Goldie
President, Canadian Fencing Federation

May 23, 2018

Date

Approved by the Board of Directors, 23 May 2018