

BY-LAW NO. 1A

A by-law relating generally to the conduct of the affairs of
CANADIAN FENCING FEDERATION
(the “**Corporation**”)

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 GENERAL

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act S.C. 2009, c.23* including the Regulations made pursuant to the Act, and any statute that may be substituted, as amended from time to time;
- (b) “**AGM**” means the annual Meeting of Members;
- (c) “**Affiliate(s)**” means an affiliated body corporate, and one body corporate shall be deemed to be affiliated with another body corporate if, and only if, one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person;
- (d) “**Appointee(s)**” means individual or individuals appointed by the Board to serve on one or more of the Standing Committees of the Board or other committees established by Board from time to time.
- (e) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (f) “**Board**” means the board of directors of the Corporation comprised of its Directors elected and/or appointed pursuant to the process specified in this by-law;
- (g) “**By-laws**” (or “**by-law**”) means these by-laws and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (h) “**Canadian Sports System Governing Bodies**” means government ministries, agencies, federations, associations or other organizations with a mandate to govern, oversee and/or support Canadian national sport affairs

domestically or internationally, which may from time-to-time issue policies or procedures that the Corporation, its Members, and Registered Participants shall abide by on the determination of its Board.

- (i) **“Conflict of Interest Policy”** means the Corporation’s policy regarding conflicts of interest;
- (j) **“Director(s)”** means a director of the Corporation who collectively constitute the Board of the Corporation;
- (k) **“Executive Director”** means the most senior employee of the Corporation retained by the Board and the only non-elected Officer of the Corporation
- (l) **“Good Standing”** applies to both Registered Participants and Members of the Corporation:
 - (i) a Member shall be deemed to be in Good Standing with the Corporation provided such Member:
 - (A) has complied with and remains in compliance with the membership conditions for Members as provided in Article 2 of this By-law;
 - (B) has completed and remitted all documents as required by the Corporation;
 - (C) has complied with and otherwise operates in accordance with the By-laws, policies, procedures, rules and Regulations of the Corporation;
 - (D) is not subject to a disciplinary action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - (E) has paid all required membership dues or debts to the Corporation, if any.
 - (ii) A Registered Participant is deemed to be in Good Standing provided they:
 - (A) have complied with and remain in compliance with the conditions for Registered Participants as determined by the Board,

- (B) have not been expelled or are not the object of a suspension as a Registered Participant by their Provincial/Territorial Section,
 - (C) are not the object of any restriction or sanction imposed by the Corporation, and
 - (D) are in good standing with the Provincial/Territorial Section in which they are a fencing athlete, coach, official, volunteer or other affiliated capacity.
- (iii) Under exceptional circumstances, where a Registered Participant is deemed not to be in good standing by the Provincial/Territorial Section in which they are a fencing athlete, coach, official, volunteer or acts in another affiliated capacity, the Board may determine that the said Registered Participant is still in Good Standing with the Corporation, provided that such a determination is supported by at least three Members, notwithstanding Article 1.1(l)(ii)(D);
- (m) **“Independent”** means that a Director or prospective Director has no fiduciary obligation to any other body for fencing at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participation in fencing does not alone cause a person not to be independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence;
- (n) **“International Fencing Federation”** means the global governing body for the sport of fencing, commonly known as the Fédération internationale d’escrime (FIE);
- (o) **“Introductory Registered Participant”** means a special category of the Corporation’s Registered Participants, available to individuals who have not previously held any other type of a registration with the Corporation;
- (p) **“Meeting of Members”** includes an annual Meeting of Members or a Special Meeting of Members;
- (q) **“Member”** means those Provincial/Territorial Sections admitted as a Member pursuant to Article 2, who remain in Good Standing and for so long as such Sections continues to meet the conditions of being a Member;
- (r) **“Officer”** means an individual elected or appointed as an officer, including the President, the Vice-President, the Secretary, the Treasurer, and the

Executive Director, or any other individual who performs functions for the Corporation similar to those normally performed by an individual occupying any of those offices.

- (s) **“Ordinary Resolution”** means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution, or such greater majority as may be specified in the Articles;
- (t) **“President”** means the elected president of the Corporation, who is also one of the Corporation’s Directors and one of the four elected Officers of the Corporation, along with the Vice-President, the Secretary and the Treasurer;
- (u) **“Proposal”** means a Proposal submitted by a Member that meets the requirements of Section 163 of the Act;
- (v) **“Provincial/Territorial Section(s)”** means those incorporated bodies responsible for the regulation of fencing within the province or territory and for the governance of the province- or territory-wide development of fencing, provided that each province or territory shall only be entitled to be represented as one section.
 - (i) For clarity, Provincial/Territorial Sections and Members of the Corporation are the same entities, provided that the former continually satisfy themembership requirements.
 - (ii) Where this by-law uses the term “Provincial/Territorial Sections” as opposed to “Members,” the intent is to distinguish between activities and mandates that these entities fulfill within their provincial jurisdictions, and activities as vote-carrying stakeholders of the Corporation, respectively.
- (w) **“Registered”** means, with regard to any person, where that person has been entered into the Corporation’s database as an active Registered Participant, having satisfied all applicable requirements, including, as appropriate the payment for registration;
- (x) **“Registered Participant(s)”** means individuals who participate in the activities overseen by the Corporation, such as fencing athletes, coaches, officials, volunteers, and other participants who have applied for registration with the Corporation, have paid the fees set by the Board, and who have been accepted as a Registered Participant with the Corporation.
 - (i) Individuals who have never held any other type of a registration with the Corporation may either register as Introductory Registered Participants, or ordinary Registered Participants, subject to

confirmation of their eligibility and the intended manner of participation in the activities overseen by the Corporation;

- (y) **“Regulations”** means the Regulations made under the Act, as amended, restated or in effect from time to time;
- (z) **“Secretary”** means an elected Director of the Corporation appointed by their colleagues to perform the duties of the Secretary of the Corporation for the duration of their current term as a Director. Along with the President, the Vice-President and the Treasurer, the Secretary is one of four elected Officers of the Corporation.
- (aa) **“Special Meeting of Members”** is a special meeting of all Members entitled to vote at an annual Meeting of Members, initiated using the procedures described in these By-laws;
- (bb) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution, or such greater majority as may be specified in the Articles;
- (cc) **“Standing Committee”** means a standing committee of the Board comprised of individuals appointed to serve on the committee pursuant to Article 10.
- (dd) **“Treasurer”** means an elected Director of the Corporation appointed by their colleagues to perform the duties of the Treasurer of the Corporation for the duration of their current term as a Director. Along with the President, the Vice-President and the Secretary, the Treasurer is one of four elected Officers of the Corporation.
- (ee) **“Vice-President”** means an elected Director of the Corporation appointed by their colleagues to perform the duties of the vice-president of the Corporation for the duration of their current term as a Director. Along with the President, the Secretary and the Treasurer, the Vice-President is one of four elected Officers of the Corporation;
- (ff) **“World Anti-Doping Agency”** is the international, independent agency devoted to scientific research, education, development of anti-doping capacities and monitoring of the World Anti-Doping Code.

1.2 Interpretation

- (a) In the interpretation of this By-law, words in the singular include the plural and vice-versa and “person” includes an individual, sole proprietorship, partnership, unincorporated organization, trust, and body corporate.

- (b) Other than as specified in Section 1.1 of this By-law, words and expressions defined in the Act have the same meanings when used in these By-laws.
- (c) The official languages of the Corporation are English and French. For the purposes of resolving any potential conflicts in interpretation of any by-law, resolution, minutes or any other written record passed, adopted or kept by the directors, members, employees, agents and committee appointees of the Corporation, the language of drafting of the original version shall predominate.
- (d) For the purposes of Section 1.2 (c), English is the original drafting language of these By-laws.

1.3 Headings and Table of Contents

The headings and table of contents in this By-law are inserted for convenience of reference only and shall not affect the construction or interpretation of the provisions of this By-law.

1.4 Invalidity of any Provisions of this By-law

- (a) The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.
- (b) To the extent that any amendment to the Act results in a conflict between a provision of this By-law and a provision of the Act, the Board shall amend this By-law to make such conflicting provision conform with the Act. Pursuant to Section 17(3) of the Act, no act of the Corporation, including a transfer of property to or by the Corporation, is invalid by reason only that such act or transfer is contrary to the Act.

1.5 Exclusive Responsibility

Any topic not covered by the Articles, the By-laws, or the Board approved policies shall remain the exclusive responsibility of the Board.

1.6 Name

Canadian Fencing Federation is the English trade name for the Corporation. Fédération canadienne d'escrime is the French trade name for the Corporation.

1.7 Jurisdiction

The Corporation has jurisdiction over the Provincial/Territorial Sections in all matters relating to inter-provincial, national and international affairs and may affiliate or collaborate with anybody that may assist it in pursuing common or complementary interests.

All Members and Registered Participants of the Corporation are subject to these By-laws together with all the rules, Regulations and policies of the Corporation.

1.8 Oversight and Authority over Competitions and Officials

- (a) The Corporation is the administrative body responsible for designation, administration, and oversight of national competitions, and for holding international competitions hosted in Canada.
- (b) The Corporation has the sole authority to determine the qualification criteria, establish and conduct examinations, and award national category designations for fencing officials.

1.9 International Competitions and Affairs

The Corporation is responsible to name competitors, officials, staff and delegates for international competitions, or delegates and candidates for positions representing the Corporation in international and national sport governance bodies in such manner as it sees fit.

1.10 Execution of Documents

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Executive Director and President, or one of the foregoing, plus at least one other Director or officer. In addition, the Board may, from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed.
- (b) The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be an electronic image, written, stamped, type-written or printed.

1.11 Financial Year End

The financial year of the Corporation shall be fixed as the period from and including the 1st day of April in each calendar year to and including the 31st day of March in the following calendar year, or as determined by the Board.

1.12 Finance

All revenues received by the Corporation shall be deposited in the name of the Corporation.

1.13 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Corporation's Treasurer and/or other persons as the Board may, by resolution, from time to time, designate, direct or authorize.

1.14 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in Section 172(1) ("Annual Financial Statements") of the Act to the Members, give a notice to its Members stating that the annual financial statements and documents provided in Section 172(1) of the Act are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office, by prepaid mail or electronically.

The Board must review quarterly financial statements within 60 days of a quarter ending and must review annual financial statements within 90 days of year end.

1.15 Written Certifications

Directors must receive, via the Executive Director, quarterly written certification of the following matters:

- a) all required remittances be they for deductions at source, sales tax, or any other government remittances have been made
- b) all other payments for which Directors are personally liable have been made
- c) description of any breach of a material agreement and the status of any claims or lawsuits threatened or initiated against the Corporation including a status update of each
- d) confirmation that all insurance coverage (including directors and officers liability insurance) approved by the Board is in full force and effect and that all premiums have been paid
- e) description of any material risk (financial or otherwise)

1.16 Registered Office

The Corporation may, by resolution of the Board, change the location of its registered office within the province specified in the Articles.

1.17 Resolutions in Writing

- (a) A resolution in writing, signed or approved by email correspondence by all the Directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.
- (b) A resolution in writing signed or approved by email correspondence by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

ARTICLE 2 MEMBERSHIP

2.1 Categories

The Corporation has the following category of Members:

- (a) Provincial/Territorial Sections who satisfy the qualifications set out in Section 2.2 below.

2.2 Provincial/Territorial Sections: Terms and Conditions of Membership

Membership will be available only to Provincial/Territorial Sections that meet the following qualifications:

- (a) recognized by the applicable provincial/territorial government (one (1) from each province and/or territory);
- (b) has applied for membership within the Corporation;
- (c) complies with, agrees to abide by, adopts policies and procedures consistent with, and operates in accordance with the Corporation's By-laws, policies, procedures, rules and Regulations; and
- (d) is accepted as a Member of the Corporation pursuant to Section 2.3 of this by-law.

2.3 Admission Provincial/Territorial Sections

A Provincial/Territorial Section will be admitted as a Member once:

- (a) the candidate Provincial/Territorial Section makes an application for membership in a manner prescribed by the Corporation;
- (b) the candidate Provincial/Territorial Section has met the applicable requirements listed in Section 2.2; and
- (c) the candidate Provincial/Territorial Section has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board, and confirmed by the Members.

For clarity, any Provincial/Territorial Section that is a Member in Good Standing immediately before these By-Laws coming into force, shall continue as such after the By-Laws are in force.

2.4 Change of Terms/Conditions of Membership

Pursuant to Subsection 197(1) of the Act (“Fundamental Changes”), a Special Resolution of the Members is required to make any amendments if those amendments affect membership rights and/or conditions described (in paragraphs 197(1)(e), (h), (l) or (m) of the Act) as follows:

- (a) change a condition required for being a Member;
- (b) change in the manner of giving notice to each Member entitled to vote at a Meeting of Members; or
- (c) change the method of voting by Members not in attendance at a Meeting of Members.

2.5 Duration of Membership

Unless otherwise terminated earlier pursuant to the terms of these By-laws, membership within the Corporation is accorded on an annual basis and will terminate on the 31st day of August, subject to re-registration in accordance with these By-laws.

2.6 Dues

Membership dues for all categories of membership will be determined by the Board.

2.7 Deadline

Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within one (1) month of being notified that they are in default, the Member in default will automatically cease to be a Member of the Corporation.

2.8 Member Responsibilities

- (a) Provincial/Territorial Sections in their capacity as Members are charged with the responsibility of promoting, within their provincial/territorial boundaries, the objects of the Corporation as defined by the Articles, By-laws and the policies of the Corporation.
- (b) Provincial/Territorial Sections shall:
 - (i) promote the growth of the sport of fencing within their administrative boundaries in the spirit of continuously improving the opportunities for participation in sport by the citizens, residents and visitors to Canada;
 - (ii) maintain a list of provincial/territorial officers with the registered office of the Corporation;

- (iii) have the authority to suspend or disqualify anyone found guilty of an infringement of the By-laws or policies of that Provincial/Territorial Sections and those of the Corporation or any unfair practice connected with the sport;
- (iv) have the authority to control the transfer of Registered Participants within its jurisdiction to another Provincial / Territorial section or across different membership categories;
- (v) verify from time to time the accuracy and completeness of a database or databases of coaches, athletes and officers registered within such Provincial/Territorial Sections maintained by the Corporation.

2.9 Member Discipline or Expulsion

In addition to any other rights, conditions and terms set forth herein, and/or in the written policies of the Corporation:

- (a) the Board shall have authority to suspend or expel from the Corporation, or discipline any Member, on any of the following grounds:
 - (i) violating any provision of the Articles, By-laws, or written policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in their sole discretion;
 - (iii) being found guilty of any misbehaviour or unfair practice, whether relating to a competition or not;
- (b) the suspension or expulsion shall be for whatever period and with whatever conditions as determined by the Board;
- (c) suspension, expulsion and/or discipline may be appealed according to the rules and policies of the Corporation, and applicable rules, if any, of the Canadian Sport System Governing Bodies; and
- (d) the Board shall, from time to time, establish procedures to be followed in the event that the Board, or a Committee of the Board, or another authorized entity, determines that a Member should be expelled or suspended from membership in the Corporation.

2.10 Member Withdrawal and Termination

Membership in the Corporation is terminated when:

- (a) the Member dissolves or ceases to exist;
- (b) the Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
- (c) the Member resigns from the Corporation by giving written notice to the President, in which case the resignation becomes effective on the date specified in the resignation unless the Member is prohibited from resigning pursuant to the terms of this By-law. The Member will be responsible for all fees payable until the actual withdrawal becomes effective;
- (d) the Member fails to pay membership dues or monies owed to the Corporation by the deadline dates prescribed in these By-laws above;
- (e) the Member fails to comply with Corporation registration policies or applicable policies, whereupon an Ordinary Resolution of the Board confirming such termination will be passed;
- (f) the Member is removed by Ordinary Resolution of the Members present at a Special Meeting of Members, provided the Member has been given written notice of, and the opportunity to present and to be heard at, such meeting;
- (g) the Member's term of membership expires; or
- (h) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon termination of membership, the rights of the Member (including any rights to property of the Corporation) automatically cease to exist. Any obligations owing by the Member to the Corporation that existed at the time of such termination of membership shall survive such termination, including any obligation to pay fees or other amounts due to the Corporation at the time of termination.

2.11 May Not Resign

A Member may not resign from the Corporation if the Member subject to investigation or any form of disciplinary action by the Corporation.

2.12 Transfer

Membership in the Corporation and any interest arising out of membership in the Corporation is not transferable.

2.13 Other Matters Relating to Membership

The Board may from time to time and without further approval from the Members make or amend policies regarding membership and fees, copies of which policies shall be available to Members upon request.

ARTICLE 3 REGISTERED PARTICIPANTS

3.1 Role and Significance

Registered Participants make up the key interest group of individuals on whose behalf and in furtherance of whose interests, goals, and overall welfare, the Corporation carries out its activities, and whose numbers and diversity it seeks to grow and foster over time. Registered Participants include participants in the sport of fencing such as competitors, coaches, officials, volunteers and other individuals who undergo registration with the Corporation and meet all of the associated requirements.

3.2 Access to Services and Eligibility

- (a) By registering with the Corporation, an individual becomes a Registered Participant and thereby gains eligibility to the services and entitlements offered by the Corporation solely or in conjunction with its Members and partners, subject to the individual maintaining Good Standing as defined in these By-Laws.

3.3 Basis of Registration

- (a) Individuals become Registered Participants by paying a set fee and providing certain information to the Corporation;
- (b) The amount of the registration fee and the type of information to be provided to the Corporation are set by the Board at the recommendation of the Executive Director;
- (c) An individual attains the status of a Registered Participant when they receive a written confirmation of successful registration from the Corporation.
- (d) Registered Participants will also be registered with the appropriate Provincial / Territorial Member, who will represent their interests in their capacity of Members of the Corporation in a manner recommended by the Board and approved by Members;

3.4 Duration of Registration Period

Unless otherwise terminated earlier pursuant to the terms of these By-laws, each Registered Participant's term of registration with the Corporation will terminate on the 31st day of August of each year, subject to re-registration in accordance with these by-laws.

3.5 Registered Participant Discipline or Expulsion

In addition to any other rights, conditions and terms set forth herein, and/or in the written policies of the Corporation:

- (a) the Board shall have authority to suspend or expel from the Corporation, or otherwise discipline, any Registered Participant, on any of the following grounds:
 - (i) violating any provision of the Articles, By-laws, or written policies of the Corporation, of an applicable Canadian sports system governing body, the International Fencing Federation, or the World Anti-Doping Agency, as applicable;
 - (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and
 - (iii) being found guilty of any misbehaviour or unfair practice, whether relating to a competition or not;
- (b) the suspension or disqualification shall be for whatever period and with whatever conditions as determined by the Board;
- (c) suspension, expulsion and/or discipline may be appealed according to the rules and policies of the Corporation and applicable rules, if any, of the International Fencing Federation, the World Anti-Doping Agency, or an applicable Canadian sport system governing body; and
- (d) the Board shall, from time to time, establish procedures to be followed if the Board, a Committee of the Board, or another mandated party determines that a Registered Participant should be expelled from, suspended or otherwise disciplined by the Corporation.
- (e) the Board shall inform the Provincial / Territorial Sections on the outcomes of the Disciplinary proceedings, having regard for the applicable Privacy and Confidentiality considerations.
- (f) the Provincial / Territorial Sections shall respect and enforce all disciplinary sanctions imposed by the Corporation.

3.6 May Not Resign

A Registered Participant may not resign from the Corporation if the Registered Participant is subject to investigation or disciplinary action by the Corporation, a Provincial / Territorial Section, the International Fencing Federation, the World Anti-Doping Agency, or another applicable Canadian sport system governing body.

3.7 Transfer

The status of a Registered Participant in the Corporation and any interest arising out of being a Registered Participant is not transferable.

3.8 Other Matters Relating to Status of a Registered Participant

The Board may from time to time and without further approval from the Members make or amend policies regarding the following considerations related to Registered Participants:

- (a) conditions of becoming and maintaining the status of a Registered Participant with the Corporation, and the applicable fees; and
- (b) specific categories or subcategories of Registered Participants, along with associated fees, responsibilities, and entitlements;

The copies of these policies shall be available to all Registered Participants upon request.

3.9 Introductory Registered Participants

Members may offer Introductory Registrations to individuals who meet the criteria prescribed by the Board policies and procedures and subject to the applicable terms of these By-laws.

ARTICLE 4

FUNDAMENTAL CHANGES

4.1 Amendments to the Articles or By-laws

Pursuant to Section 197(1) of the Act, a Special Resolution of the Members is required to make any amendment to the Articles or the By-laws of the Corporation to:

- (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 (2) 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 Section 133 of the Act, increase or decrease the number of, or the minimum or maximum number of, directors of the Board fixed by the Articles;
- (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.

ARTICLE 5 MEETINGS OF MEMBERS

5.1 Calling Meetings of Members

Pursuant to Section 160 of the Act and the Regulations:

- (a) (a) the Board shall call an AGM; and
 - (i) subsequently, not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding financial year.
- (b) the Board may at any time call a Special Meeting of Members.

5.2 Persons Entitled to be Present

The persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors of the Corporation, the public accountant of the Corporation, those invited by the Board, and such other persons who are entitled or required under any provision of the Act or Articles of the Corporation to be present at the meeting. The Provincial/Territorial Sections shall be represented by the President of such Provincial/Territorial Section, provided however, that if the President of the Provincial/Territorial Section is unable to attend a meeting of the Members, the Provincial/Territorial Section shall send a representative or designate and such representative or designate shall be admitted to the meeting. Anyone other than the Directors of the Corporation and the president of the Provincial/Territorial Section or such Provincial/Territorial Section's representative or designate in the absence of the president, may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

5.3 Persons Entitled to Vote

The persons entitled to vote at a Meeting of the Members are the delegates representing the Members of the Corporation that are in Good Standing, as defined in these By-Laws.

5.4 Notice of Member Meeting

Notice of the time and place of a Meeting of Members shall be given to participants by the following means:

- (a) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, the Board of the Corporation and each affiliated Provincial/Territorial Section and the Corporation's accountant during a period of fifteen (15) to fifty (50) days before the day on which the meeting is to be held; or

- (b) by other means as may be from time to time determined by the Board with the consent of the Members.

5.5 Calling of a Special Meeting of the Members

- (a) Unless otherwise permitted in the Act, special meeting of the Corporation may be called by the majority of Directors of the Corporation or by any group of the presidents, representatives or designates holding five percent (5%) of the votes of the Corporation by delivering to the President or the Executive Director a written request to convene such a special meeting signed by each of the Directors of the Corporation calling the meeting, or the Member presidents, representatives or designates holding five percent (5%) of the votes of the Corporation and setting forth the purpose for which such a meeting is being called.
- (b) The Board shall then call such a meeting for a day not more than twenty-one (21) days from the receipt of the requisition and shall send out such notices as shall be of the meeting and the meeting agenda to all Members of the Board and the Provincial/Territorial Sections, to be received not less than fifteen (15) days before the date of the meeting. The notice of meeting shall contain sufficient information to permit a reasoned judgment on the decision to be taken.
- (c) Special Meetings shall be held at such a place or using such electronic means of communication as determined by the Board.

5.6 AGM

- (a) The AGM of the Corporation shall be held at a time, place and date to be designated by the Board, in accordance with the Act. The date of the AGM for the following year shall be set at the AGM of the current year unless decided otherwise by a majority of the Members in attendance at this AGM. The AGM will be held within fifteen (15) months of the last AGM but not later than six (6) months after the end of the Corporation's preceding financial year.
- (b) At every AGM, the following matters shall be transacted in addition to any other business that may be transacted:
 - (i) the report of the Board, if any, the financial statements presented in a sufficient detail to meet the satisfaction of the majority of the Members in attendance, and the report of the Corporation's accountant, if any, shall be presented to the Members;
 - (ii) if any audit is required, the Members shall appoint a public accountant to audit the accounts of the Corporation for report to the Members at

the next AGM. The Corporation's accountant may not be a Director, officer or employee of the Corporation. The remuneration for the public accountant shall be fixed by the Board; and

- (iii) the Directors shall be elected (provided that the term of one (1) or more Director has expired in the year of such meeting).
- (c) At the AGM, the Board shall provide the attendance record of Directors at meetings of the Board held since the previous AGM.

5.7 Resolutions at the AGM

- (a) The Members of the Corporation shall vote only on the election of Directors, the appointment of the auditors, those matters on which Members are entitled to vote under the Act and any specific matter that the Board determines shall be voted on by the Members.
- (b) The Corporation shall issue a written call for resolutions at least forty-five (45) days but not more than sixty (60) days prior to the AGM to the Board and to each affiliated Provincial/Territorial Section.
- (c) To be considered at the AGM, resolutions shall be submitted in writing to the Corporation no fewer than thirty (30) days prior to the AGM and comply with Section 5.7(a).
- (d) Resolutions shall be accepted by the Corporation only from Members in Good Standing.
- (e) The Corporation shall acknowledge receipt of the proposed resolution.
- (f) No fewer than fifteen (15) days prior to the AGM, the Corporation shall forward a copy of each eligible proposed resolution to each Director and to each Member.

5.8 Chair of the Meeting

The President or, in the President's absence or at his request, the Vice-President of the Corporation shall be the chair of any Meeting of Members. If none of these officers are present or able to be the chair, the Members who are present and entitled to vote at the meeting shall choose one of the other Directors or a representative of a Member in Good Standing to chair the meeting.

5.9 Quorum of Members

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be one half (1/2) plus one (1) of the Members entitled to vote

at the meeting, representing not less than five (5) Provincial/Territorial Sections. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.10 Adjournment of Meeting of Members

Pursuant to Section 162(7) of the Act, if a meeting is adjourned for less than thirty-one (31) days, it is not necessary for any Member to be notified of the adjourned meeting other than by announcement at the earliest meeting that is adjourned.

5.11 Votes to Govern

Subject to ARTICLE 4

(a) At any Meeting of Members every matter shall, unless otherwise provided by these By-laws, or the Articles or by the Act, be determined by a majority of the eligible Member votes cast on the matter. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the vote is lost.

(b) For clarity, if the chair of the meeting is an eligible Member's representative holding that Member's vote, the chair will vote on behalf of that Member in the original round of voting, and will not have a second or casting vote in the event of an equality of votes at the final tally.

5.12 Electronic Participation and Voting at Physical Meetings

- (a) Any person entitled to attend a Meeting of Members may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- (b) Any person participating electronically in a Meeting of Members pursuant to Section 5.11(a) of this By-law and entitled to vote at such meeting may vote, and that vote may be held, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose if such facility complies with the requirements of Section 5.13 of this By-law.

5.13 Meetings Held Entirely by Electronic Means

- (a) If the Board or Members call a Meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

- (b) Any vote at a meeting held entirely by electronic means in accordance with Section 5.13(a) of these By-laws may be held, entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility and such facility complies with the requirements of Section 5.14 of these By-laws.

5.14 Requirements for Electronic Voting

Voting may be carried out by means of a telephonic, electronic or other communication facility in accordance with Section 5.12(b) of this By-law and Section 5.13(b) of this By-law if the facility:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member or group of Members voted.

5.15 Voting Delegates

- (a) in accordance with the terms of this section, each Member in Good Standing shall be entitled to one (1) vote and an additional quota of votes based upon number of Registered Participants (save and except for Introductory Registered Participant(s)) within such Member's province or territory who are Registered with the Corporation for the current registration year:
 - (i) one (1) vote for each block of 500 Registered Participants registered to that Member by the 31st day of July of the calendar year in which the meeting is taking place, save and except for the Introductory Registered Participants. For greater certainty, the Introductory Registered Participants will not be counted for the purpose of determining voting rights of a Member.
- (b) For the purpose of voting, the president of the Member in Good Standing, or in their absence, the Member president's representative or delegate, shall vote on behalf of the Member.
- (c) The president, representative or designate (if applicable) of each Member having more than one (1) vote as per Section 5.15 (a) (i), may designate another person to carry those additional votes.

5.16 Absentee Voting

A Member entitled to vote at a Meeting of Members may vote:

- (a) by mailed-in ballot, or by telephonic, electronic or other communication facility, if the Corporation has a system that:
 - (i) enables the votes to be gathered in a manner that permits their subsequent verification; and
 - (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; or
- (b) by proxy, if the proxyholder and any alternate proxyholders (who are not required to be Members) are appointed in writing by the Member to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (ii) no proxyholder is entitled to hold more than one Member's proxy vote;
 - (iii) a Member may revoke a proxy:
 - (A) by depositing an instrument in writing at the Registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used;
 - (B) by depositing an instrument in writing with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting; or
 - (C) in any other manner permitted by law.

If a form of proxy is created by a person other than the Member, the form of proxy must comply with the requirements of Section 74(2)(d) of the *Canada Not-for-profit Corporations Regulations*, SOR/2011-223.

ARTICLE 6 BOARD

6.1 Responsibilities of the Board

- (a) The Board shall be responsible for the governance of the Corporation and to manage, or supervise the management of, the activities and affairs of the Corporation. The Board is charged with guiding the Corporation towards the accomplishment of its mission.
- (b) The Board has governance policies, as well as other written policies, which may be amended from time to time by action of the Board, to establish certain policies and procedures applicable to the Board and the employees, contractors and volunteers of the Corporation in the conduct of their activities.
- (c) The Board may, from time to time, develop and adopt charters of the Board setting out in greater detail its roles and responsibilities that are not addressed in the preceding paragraph.

6.2 Duties of the Board

- (a) Except as otherwise provided in the Act or the By-laws of the Corporation, the Board may delegate any of its powers, duties and functions.
- (b) The Board may discipline Members and Registered Participants in accordance with the By-laws, rules, Regulations and/or written policies of the Corporation amended from time to time, or other Canadian sport system entities as applicable.
- (c) The Board shall establish policies, procedures and Regulations regarding the business and affairs of the Corporation, including, but not limited to, policies regarding the governance of the Corporation, business and risk management, finance, programs, nomination, and the management of disputes within the Corporation. All activities of the Board and the Corporation shall be dealt with in accordance with such policies, procedures and Regulations.
- (d) The Board retain the services of an Executive Director who, together with volunteers and staff, shall implement the Board's goals and objectives. The Board may from time to time delegate some or all of its authority to the Executive Director. The Executive Director may employ such persons as required to carry out the mission and work of the Corporation with the prior approval of the Board. The primary point of contact with the staff will be the Executive Director.

6.3 Number and Composition of the Board

- (a) The Board shall consist of the number of Directors specified in the Articles, namely no less than five (5) and no more than seven (7) directors.
- (b) One of the number of Directors specified in the Articles and reproduced for greater clarity in Section 6.3(a) shall be elected by the Board of Directors to be the President of the Corporation.
- (c) Subject to changes to the Articles, the Members may, from time to time by Ordinary Resolution, fix the number of Directors to be elected at AGMs, or the Members may delegate those powers to the Board.
- (d) The Corporation desires to have a skilled, knowledgeable and broadly experienced Board that is representative of its participants, possesses bilingual capabilities and incorporates regional diversity.

6.4 Qualifications of Directors

- (a) The following persons are disqualified from being a Director of the Corporation:
 - (i) anyone who is less than eighteen (18) years of age;
 - (ii) anyone who is a President or Director a Provincial/Territorial Section, who has not resigned from that position within ninety (90) days from becoming a Director of the Corporation, or who after becomes the President or holds any office or employment in a Member organization thereafter during his or her tenure as a Director of the Corporation; anyone who is not a Registered Participant in Good Standing on the day of standing for election or re-election for the position of a Director;
 - (iii) anyone who has been declared incapable by a court in Canada or in another country;
 - (iv) a person who is not an individual;
 - (v) a person currently serving as an employee or contractor of the Corporation;
 - (vi) a person who has the status of bankrupt;
 - (vii) a person who does not have the power under law to contract; and
 - (viii) a person who is a non-resident of Canada as defined in the Income Tax Act.

6.5 Independent Directors

The Members shall elect at least three (3) Directors who are Independent.

6.6 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board or a committee of Board.

6.7 Nomination Procedure

At least sixty (60) days prior to the AGM, the Board shall issue a written call for nominations for the positions of Director.

- (a) The Board shall maintain an active skills matrix of the current Board. The call for nominations will highlight that the Corporation intends to recruit Directors with any skills that fill gaps in the matrix.
- (b) The call for nominations shall be sent to each Member and each current Director of the Corporation, advertised on the Corporation's social media, posted on the Corporation's website, and distributed publicly.
- (c) The call for nominations shall specify the number and the term of all positions to be voted on at the AGM in question.
- (d) Nominations for positions of Director shall be received in writing by the Board or its committee(s) at least thirty (30) days prior to the AGM.
- (e) The Nominations Committee will review the nominees for eligibility and may decide, at its discretion, to endorse any number of nominees.
- (f) Fifteen (15) days prior to the AGM, the Corporation shall deliver a copy of the nominations (along with any endorsements from the Nominations Committee) received to all Members.
- (g) Individuals may nominate themselves, provided that they meet all the criteria prescribed in Section 6.4 (a).
- (h) An incumbent Director may stand for re-election without being re-nominated.

6.8 Election Procedure

- (a) The chair shall call the roll of eligible voting delegates and determine the number of votes present.
- (b) The chair shall present the nominations received and conduct elections to fill the positions of Directors in accordance with Section 6.3 of these By-laws.

- (c) Elections must be held by secret ballot.
- (d) If there is only one candidate for an available position, the candidate shall be elected by acclaimed to the position .
- (e) The appropriate number of directors pursuant to Section 6.3 of these By-laws shall be elected by eligible voting Members.
- (f) Newly elected and returning Directors will undergo Board orientation, as developed by the Corporation.

6.9 Gender

In advancement of gender balance for women and men on the Board of Directors, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the Board shall be constituted in a manner such that no gender accounts for more than 60% or less than 40% of the total number of Directors. The Board shall create a report annually which sets out its approach and initiatives taken to attract directors with the required skills and diversity (including with respect to gender representation), whether it considers its initiatives successful and any additional steps the Board will be making towards this objective.

Elections will be held at the Annual Meeting in accordance with the following:

- a) In years when the 40% gender standard is not assured, a gender specific election will be held first to elect male or female nominee(s) sufficient to meet the standard;
- b) When the minimum 40% gender standard is assured, all nominees of either gender will be included on the same ballot in an election to fill the remaining vacancy(s) per the election procedure described in the below sections of these By-laws.

6.10 Independence

If required, the procedure described above in Sections 6.7, 6.8 and 6.9 will be used to ensure that at least three (3) of the Directors on the Board are Independent.

6.11 Ballots

Ballots for the election of the Directors will include the names of the nominees in alphabetical listing by surname.

6.12 Run-off Vote

In the case of a tie, the nominees receiving the same number of votes for the final position(s) will participate in a runoff vote. The nominee(s) receiving the most votes will be determined the winner. (For example: five (5) nominees receiving the same number of votes for the final two positions will require a run-off vote including the five (5) nominees from which voting delegates will select two (2) winners who received the greatest number of votes). Additional runoff votes may be run as required.

6.13 Election and Term

Subject to the Articles, the Members will, by Ordinary Resolution, elect the Directors at the first Meeting of Members and at each succeeding annual meeting at which an election of Directors is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the second annual Meeting of Members following the election.

6.14 Directors may serve up to a maximum of nine (9) consecutive years. Vacancies on the Board

The office of Director shall automatically be vacated:

- (a) if the Director has resigned from office by delivering a written resignation to an officer of the Corporation or chairperson of the Board;
- (b) if, at a Special Meeting of Members, an Ordinary Resolution is passed by Members that the Director be removed from office provided the Director has been given notice of and the opportunity to present and to be heard at the meeting;
- (c) Registered Participant if the Director has the status of a bankrupt;
- (d) if the Director is declared incapable by a court in Canada or another country;
or
- (e) on the death of such Director.

6.15 Filling Vacancies Among Directors

- (a) A quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles, or a failure to elect the number or minimum number of Board provided for in the Articles.
- (b) If there is not a quorum of the Board or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Board then in office shall without delay call a Special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member of the Corporation.

- (c) The Board may appoint one (1) or more additional Directors to fill the vacancies above the minimum but not exceeding the maximum number of Directors prescribed in the Articles and restated for greater clarity in these by-laws, pursuant to the terms of the Act and with prior notification of the Members of the Corporation. The Directors so appointed shall hold office for a term expiring not later than the close of the next AGM, provided that the total number of Directors so appointed may not exceed one third (1/3) of the number of Directors elected at the previous AGM.
- (d) A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor..

6.16 Borrowing Powers

The Board may with prior authorization of the Members of the Corporation, from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

6.17 Delegation

Subject to the Articles and any By-law:

- (a) the Board may, from time to time, delegate to a Director or a committee appointed by the Board, all or any of the powers conferred on the Board by the Act to such extent and in such manner as the Board shall determine at the time of each such delegation, except that the Board shall not delegate authority to:
 - (i) submit to the Members any question or matter requiring the approval of Members;
 - (ii) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
 - (iii) issue debt obligations except as authorized by the Board;

- (iv) approve any financial statements;
 - (v) adopt, amend or repeal By-laws; or
 - (vi) establish or modify contributions to be made, or dues to be paid, by Members or Registered Participants.
- (b) the powers specified in Section 6.12 of these By-laws may be delegated to a Director, a committee of the Board or an officer of the Corporation.

Any committee of the Board may formulate its own rules of procedure, subject to such Regulations or directions as the Board may, from time to time, make. Any committee Member may be removed by resolution of the Board.

6.18 By-laws

Pursuant to Section 152 of the Act:

- (a) unless the Articles otherwise provide, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation, except in respect of matters referred to in Section 3.1 of these By-laws;
- (b) the Board shall submit every By-law, amendment or repeal to the Members at the next Meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend such By-law, amendment or repeal;
- (c) subject to Section 6.15(a) (v) of these By-laws, the By-law, amendment or repeal is effective from the date of the resolution of the Board. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed;
- (d) the By-law, amendment or repeal ceases to have effect if it is not submitted by the Board to the Members as required under Section (b) of this By-law or if it is rejected by the Members; and
- (e) if a By-law, an amendment or a repeal ceases to have effect, a subsequent resolution of the Board that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members.

6.19 Transparency

The Board shall enact and maintain a transparency policy to ensure that the Corporation publishes on its website and has publicly accessible:

- a) the Articles;

- b) the By-laws;
- c) Annual Financial Statements;
- d) Minutes of meetings of Members;
- e) the Board mandate;
- f) terms of reference for all committees;
- g) the annual report on Board diversity referred to in Section 6.9 of these By-laws;
- h) all policies enacted by the Board; and
- i) any other document as may be required by these By-laws or the Act.

ARTICLE 7 MEETINGS OF THE BOARD

7.1 Calling of Meetings

Meetings of the Board may be called by the President or any two (2) Directors of the Corporation at any time. The Board shall meet as often as is necessary, but not less than four (4) times per calendar year as per 7.3 below.

7.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in ARTICLE 12 of these By-laws to every Director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors of the Corporation are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Board shall specify any matter referred to in Sections 6.14(a) of these By-laws.

7.3 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) ("Notice of Meeting") of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. The Board shall meet at least four (4) times in a calendar year as determined by the Board.

7.4 Adjourned Meetings

Any meeting of Board may be adjourned to any time and from time to time such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place providing a quorum is present at the adjourned meeting. Notice of an adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

7.5 Participation in Meetings by Electronic Means

If all the Directors of the Corporation have consented, one (1) or more Director of the Corporation (up to and including all of the Directors of the Corporation) may participate in a meeting of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the

meeting. The same applies to a committee of the Board with the necessary adaptations. A Director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

7.6 Quorum of Board

One half (1/2) of the number of Directors, one of whom shall be the President or Vice-President, shall constitute a quorum, and despite any vacancy among the Board, a quorum of the Board may exercise all the powers of the Board.

7.7 Votes to Govern

(a) Except as may be otherwise specified in this By-law or unless otherwise required by the Act or the Articles, at all meetings of the Board or a committee of Board, every question shall be decided by a majority vote of the Board members' votes cast. In case of an equality of votes, the question is lost.

ARTICLE 8 DISCLOSURE OF INTEREST

8.1 Disclosure of Interest by Board and Officers

In accordance with Section 141 of the Act, a Director, Officer, or an appointee of a Board Committee who has an interest, or who may be perceived as having an interest, in a proposed contract, transaction or decision to be rendered, such that it would be considered a conflict of interest pursuant to the terms of the Corporation's Conflict of Interest Policy will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Conflict of Interest Policy and the Act regarding conflict of interest.

ARTICLE 9

LIABILITY AND PROTECTION OF BOARD AND OFFICERS

9.1 Standard of Care

Every Director and Officer, in exercising their powers and discharging their duties to the Corporation, shall:

- (a) act honestly and in good faith with a view to the best interest of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

9.2 Indemnification by Corporation

- (a) Subject to Section 8.4 of this By-law, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or Officer, or an individual acting in a similar capacity for another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may purchase and maintain insurance with respect to (a) above as the Board may determine.

9.3 Advance of Costs

The Corporation may advance money to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 9.2 of this By-law, but the individual shall repay the money so advanced to the Corporation if the individual does not fulfil the conditions set out in Section 9.4 of this By-law.

9.4 Limitation on Indemnity

The Corporation shall not indemnify an individual identified in Section 9.2 of this By-law unless:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a Director or officer or in a similar capacity at the Corporation's request; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

9.5 Right to Indemnity

The Corporation shall, with the approval of a court of competent jurisdiction, indemnify an individual referred to in Section 9.2 of these By-laws, or advance moneys under Section 9.3 of these By-law, in respect of an action by or on behalf of the Corporation or other entity to obtain a judgment in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 9.2 of these By-laws, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 8.4 of this By-law.

9.6 Indemnity Agreements

The Corporation may from time to time enter into agreements pursuant to which the Corporation shall indemnify one (1) or more persons in accordance with the provisions of this Section and Section 151 of the Act.

ARTICLE 10 BOARD COMMITTEES

10.1 Committee Creation and Limitation

- (a) The Board may, by resolution, establish such standing committees as it determines necessary from time to time.
- (b) The number of Appointees for each standing committee and the mandate of such standing committee(s) shall be determined by the Board from time to time unless otherwise established by the provisions of these By-laws.
- (c) Participation in each standing committee shall be served without remuneration, provided that a committee Appointee may be paid reasonable expenses incurred by them in the performance of their duties.
- (d) All prospective committee Appointees and the Chairperson of each standing committee must first be approved by a majority of the Board before being entitled to serve thereon.
- (e) Except as otherwise provided for in these By-laws, the chairperson of each standing committee shall be appointed by a majority vote of the Board from among the active appointees of the particular standing committee at the beginning of each fiscal year.

- (f) The specific duties of each standing committee shall, unless otherwise provided for in this By-law:
 - (i) be determined by such standing committee in writing and approved by the Board;
 - (ii) include the keeping of minutes of each meeting; and
 - (iii) include the preparation of an annual budget for the operations of the committee for presentation to the Board and subsequent approval by a majority of the Board.
- (g) Standing committees shall meet at such times as are determined by the chairperson of each standing committee or the chairperson of the Board, but in any event, not less than once per year.
- (h) The procedures to be adopted during meetings of each standing committee shall be the same as those set out herein for the Board with modifications as necessary.
- (i) The Board may remove any Appointee from any standing committee for any reason upon a two-thirds (2/3) majority vote of the Board, in which event the Board may fill such vacancy.
- (j) The Board will create and maintain the following standing committees:
 - (i) Governance Committee
 - (ii) Finance Committee
 - (iii) Nominations Committee
- (k) The Board will create an Athlete's Council and determine the Council's composition and terms of reference. The Chair of the Council will be invited to serve as a Board Observer and attend meetings of the Board in a non-voting capacity. Board Observers are not Directors and may be asked to leave a meeting (or part of a meeting) of the Board at the discretion of the Board at any time. The Athlete's Council shall have a standing agenda item at meetings of the Board for the Chair (as a Board Observer) to discuss issues affecting athletes.

ARTICLE 11 OFFICERS

11.1 Designation of Power

The Board may designate the officers of the Corporation, and specify their duties and delegate to them powers to manage the activities and affairs of the Corporation as contemplated in Section 6.14 of this By-law.

11.2 Elected Officers

(b) The Directors shall appoint from among themselves the Officers of the Corporation for the following positions:

- i. One President of the Corporation
- ii. One Vice President of the Corporation
- iii. One Treasurer of the Corporation
- iv. One Secretary of the Corporation

(c) Each of the officers must also be Directors, in Good Standing, at the time they are elected as an officer.

11.3 Executive Director

- (a) The Executive Director is a non-elected Officer of the Corporation who exercises their duties and authorities as an Officer for the duration of their employment with the Corporation.
- (b) The position of Executive Director will be filled consequent to a contract upon such terms and conditions as the Board may approve.
- (c) No Director may become the senior staff person (or interim senior staff person) of the Corporation during their term as a Director or for twelve months thereafter.
- (d) The Board shall develop a staff succession plan for the Executive Director.

11.4 Term

The term of the Officers (other than the Executive Director, who is a staff member) will be at the discretion of the Board. Officers may be elected for a one-year term, a two-year term, or a term that expires when the individual's term as a Director expires (or when the Director is removed from or vacates their position).

An individual may only serve as President for a maximum of six (6) years.

11.5 Duties, Elected Officers

Until the Board, subject to the Act, varies, adds to, or limits the powers and duties of any elected officer the powers and duties of officers are as follows:

- (a) the President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of Members of the Corporation and at meetings of the Board, will oversee an annual Board review process, will be the official spokesman of the Corporation, and will perform such other duties as may, from time to time, be established by the Board;
- (b) the Vice President will support and assist the President in all duties and responsibilities and will perform such other duties as may, from time to time, be established by the President or the Board;
- (c) The Treasurer will oversee the financial affairs of the Corporation and be directly responsible for the oversight of the Executive Director in that capacity;
- (d) The Secretary will serve as the Secretary for all Board meetings and meetings of Members, and will be responsible with maintaining the records of the Corporation.

11.6 Duties, the Executive Director

- (a) the Executive Director, subject to the powers and duties of the Board and in accordance with the terms specified by the Board:
 - (i) will manage the day-to-day operations of the Corporation;
 - (ii) will keep proper accounting records as required by the Act and these By-laws;
 - (iii) will cause to be deposited all monies received by the Corporation in the Corporation's bank account;
 - (iv) will supervise the management and the disbursement of funds of the Corporation;
 - (v) will be the primary liaison between the Board and staff;
 - (vi) when required, will provide the Board with an account of financial transactions and the financial position of the Corporation;

- (vii) will prepare annual budgets and year-end variance analysis reports;
 - (viii) will oversee and supervise all staff and contractors unless instructed otherwise by the Board.
 - (ix) will perform such other duties as may from time to time be established by the Board.
- (b) The Executive Director may delegate to any person any power, duty or function conferred on the Executive Director.
 - (c) In the absence in capacity of the Executive Director (or vacancy of the position), the President may designate any person to exercise the powers and perform the duties and functions of the Executive Director during the absence, incapacity or vacancy but for no longer than ninety (90) days without the approval of the Board.

11.7 Restriction of Duties, the Executive Director

The Corporation's Board shall have regard for the financial health and sustainability of the Corporation and shall have certain oversight and approval authorities over the Executive Director and other employees or contractors of the Corporation:

- (a) The Board shall have explicit approval authority over the financial management and expenditure decisions contemplated by the Executive Director, provided these decisions meet the materiality threshold either in total dollars, or the length of financial arrangements, as may be established from time to time by the Board;
- (b) For greater clarity, the Executive Director shall not enter the Corporation into any financial arrangements where the financial liability so created, or the term of the associated contractual obligations exceed the thresholds defined by the terms of Board policy;
- (c) The Executive Director and any employee or contractor of the Corporation shall not enter into any arrangements resulting in issuance of any debt instruments, including credit cards, on behalf of the Corporation, without an explicit approval of the Board.

11.8 Removal, Elected Officers

An elected Officer, including the President, the Vice President, the Treasurer and the Secretary of the Corporation, may be removed by Special Resolution of the Members in a meeting, provided the officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote. If the officer is removed, their position as a Director will automatically and simultaneously be terminated.

11.9 Absentee Voting

There will be no absentee or proxy voting by Officers.

11.10 Remuneration

The President, Vice-President and all officers, other than the Executive Director, will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such, provided that they may be paid reasonable expenses incurred by them in the performance of their duties. The Executive Director may receive a remuneration to be determined by the Board.

11.11 Delegation of Duties

In the event that any one of the officers of the Corporation is absent or unable to act, or for any other reason that the Board deem sufficient, the Board may delegate all or any of the powers of such officer to any officer, or any Director for such period as the Board deem necessary.

11.12 Vacation of Office, Elected Officers

Except in the case of the Executive Director, if for any reason an Officer vacates office before expiry of that person's term, and where there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next AGM.

ARTICLE 12 NOTICES

12.1 Method of Giving Notices

- (a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:
 - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 ("Notice of Board") or 134 ("Notice of change of Board") of the Act;
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

- (iii) if provided by electronic means, if the addressee has consented in writing to receive electronic documents and specified an address for delivery of same in accordance with Part 17 of the Act.
- (b) A notice so delivered shall be deemed given when it is delivered personally; a notice so mailed shall be deemed given when deposited in a post office or public letter box; and a notice so sent by electronic means shall be deemed to have been given when it leaves the information system within the control of the originator or another person acting on the originator's behalf.
- (c) The Secretary of the Corporation or other designated person may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or Member of a committee of the Board in accordance with any information believed by the secretary or other designated person to be reliable. The declaration by the secretary or other designated officer that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

12.2 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 13:

REPEAL

13.1 Repeal

Upon this By-law coming into force, all prior By-laws of the Corporation are repealed. However, such repeal shall not affect the previous operation of such By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such By-laws prior to such repeal. All officers and persons acting under such repealed By-laws shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members or Board with continuing effect passed under such repealed By-laws shall continue good and valid, until amended or repealed, except to the extent inconsistent with this By-law or the Act.