

KARATE CANADA

GENERAL BY-LAWS (adopted and ratified at AGM on July 22, 2009)

PREAMBLE

Karate Canada is a corporation constituted under Part II of the *Canada Corporations Act*, with the objective of describing and incorporating all activities related to the promotion, organization, regulation and popularization of the sport of karate all over Canada, of protecting the physical and emotional health of athletes and promotes the interests of karate throughout Canada.

ARTICLE 1 INTERPRETATION

1.01 DEFINITIONS AND INTERPRETATION

Unless there is a clear mention to the contrary or unless the context clearly indicates otherwise, in this document:

- a) *Act* – shall mean the Canada Corporations Act, R.S 1985, c., C-44, as amended;
- b) *Auditor* – shall mean an individual appointed by the members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the members at the next Annual General Meeting;
- c) *Board* – shall mean the Board of Directors of the Corporation
- d) *By-laws* – shall mean the By-laws expressed in this document as well as any other By-laws of the Corporation when in existence;
- e) *Corporation* – shall mean Karate Canada;
- f) *Days* – shall mean days irrespective of weekends and holidays;
- g) *Directors* – shall mean the members of the Board of Directors;
- h) *Incorporating document* – shall mean the letters patent, the supplementary letters patent of the Corporation, and the by-laws adopted according to the provisions of the Act;
- i) *Officer* – shall mean any individual occupying the position of President, Vice-president, Secretary, or Treasurer of the Corporation, as well as any other position that the Board of Directors may create in its organization;
- j) *Ordinary Resolution* – shall mean a resolution passed by not less than a Simple majority of the votes cast at a meeting of the Board, meeting of the Executive Committee or a meeting of members;
- k) *Simple majority*– shall mean fifty percent plus one vote cast at a meeting;
- l) *Special Resolution* – shall mean a resolution passed by no less than two-thirds (2/3) of the votes cast at a meeting of the Board, meeting of the Executive Committee or a meeting of members for which proper notice has been given.

1.02 DEFINITIONS IN THE ACT

Subject to the above definitions, the definitions provided for in the Act shall apply to the terms used in the By-laws of the Corporation.

1.03 RULES OF INTERPRETATION

Terms used in the singular shall include the plural and vice versa; terms used in the masculine gender shall include the feminine gender and vice versa, and terms referring to natural persons shall include legal persons, such as corporations and all other non incorporated groups.

1.04 DISCRETION

When conferred a discretionary power by the By-laws, the Directors may exercise this power as they shall see fit and whenever they shall deem appropriate in the best interest of the Corporation.

1.05 PRECEDENCE

In the event of a contradiction between the Act, the incorporating document or the By-laws, the Act shall prevail over the incorporating document and over the By-laws, and the Incorporating document shall prevail over the By-laws.

1.06 HEADINGS

The headings used in these by-laws are for reference purposes only and they shall not be considered in the interpretation of the terms or provisions contained in these By-laws.

1.07 RULING ON BYLAWS

Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Corporation.

In the event of a contradiction between the French and the English version of this By-laws, the version, at the discretion of the Board, is the more consistent with the objects, mission, vision and values of the Corporation shall prevail.

ARTICLE 2 HEAD OFFICE

The head office of the Corporation shall be situated in the municipality and the province specified in the Letters Patent, at such address as the Board may, by resolution, determine. Subject to the Act, the Corporation may, by a By-law, change the municipality and the province in which the registered office of the Corporation shall be situated. A copy of the By-law approved by Special resolution in favour of the By-law shall be filed with the Minister as defined by the Act.

ARTICLE 3 CORPORATE SEAL

3.01 FORM AND CONTENTS

The Board may adopt a seal for the Corporation and specify its form and contents.

3.02 SAFEKEEPING AND USE

The seal shall be kept at the head office of the Corporation, and only an authorized person shall be permitted to imprint it on documents issued by the Corporation.

ARTICLE 4 MEMBERSHIP

4.01 CATEGORIES OF MEMBERSHIP

The Corporation shall have four (4) categories of membership:

- a) Black Belt Members;
- b) Kyu Belt Members;
- c) Provincial/Territorial Association Members; and
- d) Honorary Members

4.02 QUALIFICATIONS FOR MEMBERSHIP

4.02.01 BLACK BELT MEMBER

A registered member of a member Provincial/Territorial Association, who also is a resident of this Province or Territory, having obtained the designation of black belt.

4.02.02 KYU BELT MEMBER

A registered member of a member Provincial/Territorial Association, who also is a resident of this Province or Territory, having obtained any belt designation below black belt.

4.02.03 PROVINCIAL/TERRITORIAL ASSOCIATION MEMBER

A Provincial or Territorial Association recognized by the applicable Provincial or Territorial Government and/or the Corporation as the sole governing body of the sport of Karate in their respective Province or Territory.

4.02.04 HONORARY MEMBER

Any individual who has provided outstanding service to the Corporation or to the sport of Karate as determined by the Board upon a resolution adopted by at least two thirds (2/3) majority at a Board meeting (Special Resolution).

4.03 ADMISSION OF MEMBERS

4.03.01 ELIGIBILITY AND REQUEST FOR MEMBERSHIP

No individual or Provincial/Territorial Association will be admitted as a member of the Corporation unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;
- b) If, at the time of applying for membership the candidate member is currently a member, the candidate member is a member in good standing;
- c) If the candidate member was at any time previously a member, the candidate member was a member in good standing at the time of ceasing to be a member;
- d) The candidate member has paid dues as prescribed by the Board.
- e) The candidate member has met the requirements defined in section 4.2; and
- f) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board. The Board shall provide an explanation for its decision to deny membership which is final and binding.

4.03.02 DURATION

Membership is accorded on an annual basis as determined by the Board, and all members, excluding Honorary Members, will re-apply for membership each year

4.03.03 CARDS AND/OR CERTIFICATES

The Board may issue membership cards and/or certificates, and approve their form and content.

4.03.04 MEMBERSHIP DUES

Membership dues for all categories of membership will be determined annually by the Board. Honorary Members are not required to pay membership dues.

Membership dues must be paid upon the date determined by the Board.

4.04 WITHDRAWAL AND TERMINATION OF MEMBERSHIP

4.04.01 RESIGNATION

A member may resign from the Corporation by giving a written notice to the Board. The member's resignation shall become effective at the date of such notice.

A member may not resign from the Corporation when the member is subject to disciplinary investigation or action.

4.04.02 SUSPENSION AND EXPULSION

The Board may, by resolution adopted by at least two thirds (2/3) majority of voting members at a meeting called to this end, suspend for a period it shall determine or expel any member who does not abide by the regulations or policies of the Corporation or whose behavior is contrary to the best interests of the Corporation. The guidelines of procedural fairness will always be adhered to.

In addition, a member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

A member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of members.

The member at fault shall be notified of the reason for the suspension or expulsion and of the date when he/she is to appear before the Board, by registered mail with notice of receipt.

The member shall have seven (7) days from the date of receipt of the notice to appeal to the Board in accordance with the Appeal Policy.

After the appearance, if the suspension or expulsion is maintained, the member shall be notified by registered mail.

4.04.03 GOOD STANDING

Definition – A member of the Corporation will be in good standing provided that the member:

- a) Has not ceased to be a member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the Constitution, Bylaws, policies and rules of the Corporation;
- e) Is not subject to a disciplinary investigation or 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
- f) Had paid all required membership dues or debts to the Corporation, if any.

4.04.04 CEASE TO BE IN GOOD STANDING

Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of members and, where the member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing as set out above.

ARTICLE 5 MEETINGS OF MEMBERS

5.01 TYPES OF MEETINGS

Meetings of members will include Annual General Meetings and Special General Meetings.

5.01.01 ANNUAL GENERAL MEETINGS

Annual General Meetings of the members of the Corporation shall be held at the head office of the Corporation or at any other place in Canada, at the date and time determined by the Board. The objects of such meetings are to hear the review made by the President or his representative, to receive the Treasurer's report and to adopt the financial statements; to elect or re-elect the Directors when applicable, to appoint an auditor, and to hear and decide of any other matter legally brought before the general meeting of the members.

Moreover, any Annual General Meetings may serve as a Special General Meeting entitled to hear and decide of any other matter that may be decided in a Special General Meeting. Annual General Meetings may also be held outside of Canada, subject to the approval of the members, by Special Resolution.

The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

5.01.02 SPECIAL GENERAL MEETINGS

Special General Meetings of the members of the Corporation may be called by the Board or by the President, either at the head office of the Corporation, or at any other place in Canada determined by the Directors or by the President. Special General Meeting may also be held outside of Canada, subject to the approval of the members, by Special Resolution.

A Special General Meeting may also be called at the request of at least one third (1/3) of the voting members of the Corporation. Such request shall set out, in general terms, the business to be discussed at the meeting so requested, be signed by the petitioners and be filed at the head office of the Corporation. Upon receipt of such a request, it shall be incumbent on the President or the Secretary to call the meeting in accordance with the By-laws of the Corporation. If they fail to do so, any director may call such a meeting, or the members themselves may call the meeting, as provided by By-Laws or the Act.

5.02 NOTICE OF MEETING

A notice of every Annual General Meeting or Special General Meeting shall be sent to the members entitled to attend meetings. Such notice shall be posted on the Corporations Website and written notice will be sent by email to each member's respective email address or by courier or by mail, to each member's respective address as it appears in the books of the Corporation at least twenty (20) days prior to the date of the meeting. If the address of any member does not appear in the books of the Corporation, the notice may be sent, by email, courier or by mail, to the address where, in the opinion of the sender, the notice is most likely to be received promptly by this member. The notice of meeting shall indicate the place, the date and the time of the meeting, be accompanied by the meeting agenda and be received at least five (5) clear juridical days prior to the date set for the meeting.

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

5.03 **MEETINGS BY TELEPHONE**

A meeting of members may be held by telephone conference call or by means of other telecommunications technology that permits each member to communicate adequately with each other, provided that either a majority of the members consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the members at a meeting of the members of the Corporation.

Any voting member who is unable to attend a meeting of members may participate in the meeting by telephone or other telecommunications technology provided that : the members of the Corporation 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 quorum and, recording votes, each members has equal access to the specific means of communication to be used and each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting. Voting members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

5.04 **WAIVER OF NOTICE**

An Annual or Special General Meeting may validly be held at any time and for any motive without the notice required by the Act or the By-laws, provided all the voting members waive this notice in writing. For the purposes of this waiver of notice, the expression “in writing” shall be interpreted loosely, and the waiver may be given by telegraph, facsimile, telex, cable message, email or any other written medium. Such waiver of the notice of meeting may take place either before, during or after the holding of the meeting. Moreover, the attendance of a member shall constitute a waiver of notice of the meeting on his part, unless he declares that he is attending the meeting for the express purpose of objecting to the proceedings because, among other reasons, the meeting was not validly called.

5.05 **IRREGULARITIES**

No error or omission in giving notice of any Annual or Special General Meeting or any adjourned meeting, whether Annual or Special General Meeting 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.

In consequence, irregularities affecting the notice of a meeting or the sending thereof, the unintentional omission to give such notice or the non-receipt of the notice by a member, shall in no way affect the validity of a Annual or Special General Meeting of the members.

5.06 **CHAIRMAN OF THE MEETING**

The President of the Corporation or any person designated by the Board at its discretion shall preside at Annual or Special General Meeting of the members.

5.07 **QUORUM**

Unless the Act or the Incorporating document requires a different quorum at a general meeting of the members, there shall be quorum when at least one third (1/3) of the voting members present representing at least one third (1/3) of the eligible votes. Quorum must be maintained throughout the entire meeting.

5.08 **ADJOURNMENT**

If a quorum is not attained at a Annual or Special General Meeting of the members, the voting members present shall be entitled to adjourn the meeting until there is a quorum. A meeting thus adjourned may resume, without any new notice of meeting being required, when the required quorum is attained. When the meeting resumes, the voting members present may consider and make decisions on the matters for which the meeting had originally been called.

5.09 VOTE

Any matter brought before an Annual or Special General Meeting of the members shall be decided upon by a vote by a show of hands, unless a ballot is requested by the majority of those members voting or unless the chairman of the meeting prescribes another voting method. At any Annual or Special General Meeting of the members, a statement by the chairman of the meeting to the effect that a resolution has been passed or defeated unanimously or by a specified majority shall constitute conclusive evidence thereof, without it being necessary to prove the number or the percentage of votes cast in favor or against the proposal.

5.10 VOTE BY BALLOT

Voting shall be by ballot if the president or at least ten percent (10%) of the voting members present so request. Each voting member shall deliver to the scrutineer a ballot on which he has written the way in which he shall be casting his vote.

5.11 VOTE BY PROXY

There will be no proxy voting.

5.12 AGENDA

The agenda for the Annual General Meeting of the members shall at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Approval of Auditors Report and Financial Statements
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of Directors, if applicable
- l) Adjournment

5.13 NEW BUSINESS

Any voting member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least fourteen (14) days prior to the meeting date or upon the sole discretion of the President or designate.

5.14 CLOSED MEETINGS

Meetings of members will be closed to the public except by invitation of the Board.

5.15 VOTING AT MEETINGS OF MEMBERS

5.15.01 PARTICIPATION AND VOTING PRIVILEGES

Members will have the following voting rights at all meetings of members:

- a) Black Belt Members: eighteen (18) years of age and older may attend and participate in meetings but are not entitled to vote.
- b) Black Belt Members: under the age of eighteen (18) may not attend and participate in meetings and are not entitled to vote.
- c) Kyu Belt Members: eighteen (18) years of age and older may attend and participate in meetings but are not entitled to vote.

- d) Kyu Belt Members: under the age of eighteen (18) may not attend and participate in meetings and are not entitled to vote
- e) Provincial/Territorial Association members: the Provincial/Territorial Association Member's president, or delegate in accordance with Section 5.15.03, who may attend and participate in meetings and are entitled to the number of votes as follows:

Eight hundred (800) base votes plus one (1) vote for each Black Belt and Kyu Belt Member registered with the Provincial/Territorial Association Member.

- f) Honorary Members: may attend and participate in meetings but are not entitled vote.

5.15.02 DETERMINATION OF REGISTERED BLACK BELT AND KYU BELT MEMBERS

A Black Belt or Kyu Belt Membership received by the Corporation at the date determined by the Board, inclusive of all applicable fees, will be deemed a valid registration and applicable to calculating the number of eligible votes granted to a Provincial/Territorial Association Member in accordance with this Section.

5.15.03 DELEGATES

In the absence of a Provincial/Territorial Association Member's president at a meeting of members, the Provincial/Territorial Association Member's board will appoint in writing to the Corporation, seven (7) days prior to the meeting of members, a delegate to represent and vote on behalf of the Provincial/Territorial Association Member. Delegates must be at least eighteen (18) years of age and members in good-standing of that Provincial/Territorial Association.

5.16 SCRUTINEERS

At the beginning of each meeting, the chairman of a meeting of the members may appoint one or more scrutineers, whether or not officers or members of the Corporation, to act as scrutineers in a meeting of the members, who will be responsible for ensuring that votes are properly cast and counted.

5.17 MAJORITY OF VOTES

Except as otherwise provided in the Act or these By-laws, the Simple majority of votes, of voting members, representing at least four (4) Provincial/Territorial Association members will decide each issue (Ordinary Resolution). In the case of a tie, the issue is defeated.

ARTICLE 6 BOARD OF DIRECTORS

6.01 COMPOSITION OF THE BOARD

The Corporation shall be administered by a Board of directors composed of a minimum of three (3) and a maximum of eleven (11) directors. At a minimum, the positions of President, Treasurer and Secretary will be filled at all times. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the Board.

The Board may be designated under any other name in any document issued by the Corporation.

The Board of directors shall be composed of:

- a) The Founding President
- b) President
- c) 1st Vice-President
- d) 2nd Vice-President
- e) Treasurer
- f) Secretary
- g) Athlete Representative
- h) Three (3) Directors at Large – Regional Portfolios Assigned (East, Central, West)

Moreover, the Past President shall be observer without right of vote (*Ex-officio*).

6.01.01 FOUNDING PRESIDENT

Founding President – The Founding President, Masami Tsuruoka, will be a director by virtue of his position as Founding President of the Corporation.

Term of Founding President – The Founding President will serve as a director until such time as he resigns, or vacates his office.

Vacancy of Founding President – If the Founding President is unable to assume his position, the position of Founding President will be abolished and the number of members of the Board will be reduced in consequence.

6.01.02 IMMEDIATE PAST PRESIDENT

Immediate Past President – The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a director, removed or resigned.

Term of Immediate Past President – The Immediate Past President will serve a maximum term of one (1) year, unless he resigns, is removed from or vacates his office and is not entitled to vote at meetings of the Board.

Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in this section, the position of Immediate Past President will remain vacant.

6.01.03 ATHLETE REPRESENTATIVE

Nomination of Athlete Representative – The Corporation will solicit nominations from the National Senior team Athletes three (3) months prior to the annual general meeting in which the Athlete Representative will be elected. Nominees must be a current Senior National Team member or retired Senior National Team member up to two (2) years subject to the restrictions below:

- a) Any full time employee of the Corporation or its Provincial/Territorial Members for the duration of their employment and two (2) years after termination of their employment;
- b) Any individual or member who is hired in full time position to perform specific work for the Corporation, either individually or as a partner, associate, board member or shareholder of a corporation, for the duration of the specific work and two (2) years after delivery of the work ;
- c) Any individual or member who is a merchant, manufacturer or producer of any kind of sports items or services pertaining to sports as an employee, shareholder, partner, contractor, officer or director; and
- d) Any individual or member who is an active coach or referee in the national arena of the Corporation during his term of office.

Election of Athlete Representative – The election of the Athlete Representative will be decided as follows:

- a) Nominations will be circulated to all National Senior team Athletes two (2) months prior to the annual general meeting in which the Athlete Representative will be elected.
- b) National Senior team Athletes will submit their votes to the Corporation's office one (1) month prior to the annual general meeting in which the Athlete Representative will be elected.

Decision - The nominee receiving the majority vote of the National Senior team Athletes will be declared the winner which will be announced twenty-five (25) days prior to the annual general meeting in which the Athlete Representative will be elected.

6.02 ELIGIBILITY

Any member who is eighteen (18) years of age or older, who is a Canadian citizen or resident of Canada as defined in the *Income Tax Act* (Canada), who has the power under law to contract, is a member of the Corporation in good standing and meets the criteria established in the Corporation's Conflict of Interest Policy may be nominated for election as a director.

6.03 ELECTION OF DIRECTORS

6.03.01 ELECTION

The election of three (3) directors will take place annually in accordance with the following positions:

- a) The 2nd Vice-President, Athlete Representative and one (1) Director at Large
- b) The 1st Vice-President, Secretary and one (1) Director at Large.
- c) The President, and Treasurer one (1) Director at Large

6.03.02 DECISION

Elections will be decided by Simple majority of the voting members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.

6.03.03 NOMINATION

Any individual proposed for election except directors mentioned at sections 6.01.01, 6.01.02 and 6.01.03 will:

- a) Include the written consent of the nominee by signed signature;
- b) Include the written support of five (5) members by signed signature;
- c) Be submitted to the Head Office of the Corporation before the date published by the Board on the Corporation's website, which shall not be later than twenty (20) days prior to the Annual General Meeting. Beginning thirty (30) days prior to the Annual General Meeting nominations will be posted on the Corporation's website.

6.03.04 CIRCULATION OF NOMINATIONS AND PLATFORMS

Valid nominations and their election platform messages will be posted on the Corporation's website.

6.04 TERMS OF OFFICE

Every director in office at the time these By-laws become effective shall remain in office until the end of his current term of office or until the election of his successor, unless said administrator resigns or his office becomes vacant by reason of death, removal or any other cause.

Thereafter, to enhance continuity and expertise, the Directors shall be elected for staggered terms of office of three (3) years each, with the exception of the initial term of office, which shall be as follows:

- a) The 2nd Vice-President, the Athlete Representative and one (1) Director at Large, for a period of one (1) year;
- b) The 1st Vice-President, Secretary and one (1) Director at Large, for a period of two (2) years;
- c) The President, Treasurer and one (1) Director at Large, for a period of three (3) years.

Each director in office at the time these By-laws become effective shall remain in office until the end of his current term of office or until the election of his successor, unless he resigns or his office becomes vacant by reason of death, removal or any other cause.

A director whose term of office has ended may be re-elected.

6.05 **RESIGNATION AND REMOVAL OF DIRECTORS**

A director may resign from office at any time by presenting his notice of resignation to the head office of the Corporation, by registered mail or courier. Such resignation shall become effective on the date it is sent or on any other later date specified by the resigning director. Where a director who is subject to a disciplinary investigation or action of the Corporation resigns, that director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

A director may be removed by two-thirds (2/3) vote of the voting members present at an Annual General Meeting or Special Meeting, provided the director has been given notice of and the opportunity to be present and to be heard at such a meeting

6.06 **END OF TERM OF OFFICE**

The term of office of any director shall end in the event of his resignation or ipso facto if he ceases to be qualified to be a director or if:

- a) the director is found by a court to be of unsound mind;
- b) the director becomes bankrupt;
- c) the removal of the director;
- d) upon the director's death, the omission or refusal to disclose a conflict of interest, gross negligence, gross misconduct or the commission of any other fraudulent act in respect of the Corporation by, or for the benefit of a director, with full knowledge thereof by the latter; or
- e) the sentencing of the director to a term of imprisonment.

6.07 **VACANCY**

A director whose office has become vacant for reason of death, of resignation, of disqualification, of removal from office, or other, and there is still a quorum of Board members, the Board may appoint an eligible member to fill the vacancy by a resolution of the Board. The director appointed in substitution shall hold office for the remainder of the term of office of his predecessor.

6.08 **REMUNERATION**

The Directors shall receive no remuneration with respect to their office or any other services rendered to the Corporation. Moreover, the Board may adopt a resolution to the effect of reimbursing the Directors for expenses incurred in the execution of their office.

6.09 **INDEMNITY**

The Corporation may, by means of a resolution from the Board, indemnify its directors, past or present, for all charges and expenses, of any nature, sustained by reason of a civil, criminal or administrative suit, to which they were party in the execution of their office, except in cases where these directors have committed gross misconduct or acted fraudulently or with gross negligence. As payment for these sums, the Corporation may subscribe insurance in the name of its directors.

6.10 **CONFLICTS OF INTEREST OR OF DUTIES**

Every director who receives required payments from the Corporation, who enters into a contract with the Corporation both personally and in the name of the Corporation, or who has a direct or indirect interest in a contract with the Corporation, shall disclose his interest to the Board and, if he is present when the Board is

making a decision relatively to such contract, shall abstain from voting on this issue and leave the meeting momentarily.

ARTICLE 7 MEETINGS OF THE BOARD OF DIRECTORS

7.01 CALLING OF MEETINGS

Meetings of the Board will be held any time and place as determined by the Board, the President or, on receipt of a written request of at least two thirds (2/3) of the members of the Board, the Secretary, may call a meeting of the Board. Such meetings shall be called by way of a notice sent by mail, telegraph, facsimile, email or courier, to the last address known to the directors. If a director's address does not appear in the books of the Corporation, such notice may be sent to the address where, in the judgment of the sender, it is most likely to be received promptly by the director. The notice of the meeting shall specify the place, the date and the time of such meeting and include the meeting agenda, and must be received at least forty-eight (48) hours prior to the date set for the meeting. If the notice is sent by mail, it must be sent at least fourteen (14) days prior to the date of the meeting.

Upon invitation by the Board, any other person whose presence is deemed appropriate or necessary shall be allowed to attend the meetings. However, these individuals shall not have the right to vote.

7.02 FREQUENCY

The Board shall meet at least four (4) meetings per year, or more often if deemed necessary.

7.03 PLACE OF MEETING

Meetings of the Board shall be held at the place fixed by the Board.

7.04 QUORUM

The quorum will consist of a majority of Directors holding office. This quorum must be maintained for the entire duration of the meeting.

7.05 VOTE

Each director may cast one vote, and all questions submitted to the Board shall be decided by a Simple majority of the Directors. Nevertheless, two thirds (2/3) of votes shall be required for any amendments to the By-laws of the Corporation in accordance with Article 12. Vote shall be by a show of hands, orally or by electronic ballot, unless the majority of the Directors request a secret ballot. If a ballot is held, the secretary of the meeting shall act as scrutineer and count the ballots. Voting by proxy shall not be permitted at meetings of the Board. In the event of an equality of votes, the President of the Corporation shall have a deciding vote.

7.06 CLOSED MEETINGS

Meetings of the Board will be closed to members and the public except by invitation of the Board.

7.07 MEETINGS BY TELEPHONE

A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology that permits each director to communicate adequately with each other, provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Directors at a meeting of the Directors of the Corporation.

Any director who is unable to attend a Board meeting may participate in the meeting by telephone or other telecommunications technology provided that : the Directors of the Corporation has 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 quorum and, recording votes, each director has equal access to the specific means of communication to be used and each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

7.08 WAIVER

Any director may, by written notice sent by mail, courier, telegraph, cable message, facsimile, email or telex addressed to the Head Office of the Corporation, waive his right to receive notice of a meeting or of any change in such notice, or even renounce to the meeting being held. Such waiver may validly be given before, during or after the meeting concerned. The attendance of a director at the meeting, in itself, shall constitute a waiver, except where he is attending the meeting for the express purpose of objecting to the proceedings because, for example, the meeting was not validly called.

7.09 ADJOURNMENT

The chairman of the meeting may, with the consent of the Directors in attendance, adjourn the meeting of the Board to a date and place that he determines, without any new notice of meeting being required. When the meeting resumes, the board may validly deliberate according to the conditions agreed upon at the time of adjournment, provided a quorum is present. The Directors who constituted the quorum at the original meeting need not be those constituting the quorum at the continuance of the meeting. If the quorum does not exist at the continuance of the meeting, the meeting shall be deemed to have ended at the meeting during which the adjournment was pronounced.

7.10 VALIDITY

All actions performed during a Board meeting by one or several persons acting as directors shall, notwithstanding any irregularity discovered after the fact in the appointment of one or several such directors or persons acting as directors, carry the same validity as if the person or persons concerned had each been properly appointed as directors or had had the required qualifications to act as such.

ARTICLE 8 POWERS OF THE BOARD

8.01 POWERS OF THE CORPORATION

Except as otherwise provided in the Act or these By-laws, the Board shall exercise all the powers of the Corporation, except those which the Act expressly reserves for the members and may delegate any of its powers, duties and functions.

8.02 MANAGING THE AFFAIRS OF THE CORPORATION

The Board may administer the affairs of the Corporation and make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws.

8.03 DISCIPLINE

The Board may make policies and procedures relating to discipline of members, and will have the authority to discipline members in accordance with such policies and procedures.

8.04 DISPUTE RESOLUTION

The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.

8.05 EMPLOYMENT OF PERSONS

The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.

8.06 **BORROWING POWERS**

The Board may by Special Resolution, from time to time, or when they deem expedient:

- a) Borrow money upon the credit of the Corporation up to a maximum of ten percent (10%) of the budget and such debt will not exceed ten percent (10%) of the budget and if the total debt exceeds \$50,000 then disclosure and rationale will be communicated to the members;
- b) Issue debentures or other securities of the Corporation and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- c) Hypothecate the immovable and movable property or otherwise encumber the movable property of the Corporation;
- d) Delegate, in whole or in part, the powers mentioned hereinabove to one or more officers of the Corporation, to the extent and in accordance with the terms and conditions set out in the delegation resolution.

8.07 **EXPENSES**

The Board may authorize expenses to promote the objects of the Corporation. The Board may also, by way of resolution, delegate to an Officer or officers of the Corporation the right to hire employees and remunerate them. Capital expenditures over five thousand (\$5,000) will require a request for proposal process from at least three (3) bidders to be decided by the Board of Directors.

8.08 **DONATIONS**

The Board may take such steps as they deem requisite to enable the Corporation to solicit, to accept or to receive donations or legacies of any kind in order to promote the objects of the Corporation.

ARTICLE 9 OFFICERS AND EXECUTIVE COMMITTEE

9.01 **OFFICERS**

9.01.01 COMPOSITION

The Officers will be comprised of the President, 1st Vice-President, 2nd Vice-President, Treasurer and Secretary. The Directors may create any other office and appoint Officers to hold such offices and represent the Corporation in these offices.

9.01.02 ELIGIBILITY

The following individuals and members cannot be nominated or elected as Officers:

- a) Any full time employee of the Corporation or its Provincial/Territorial Members for the duration of their employment and two (2) years after termination of their employment;
- b) Any individual or member who is hired in full time position to perform specific work for the Corporation, either individually or as a partner, associate, board member or shareholder of a corporation, for the duration of the specific work and two (2) years after delivery of the work ;

- c) Any individual or member who is a merchant, manufacturer or producer of any kind of sports items or services pertaining to sports as an employee, shareholder, partner, contractor, officer or director; and
- d) Any individual or member who is a competing national athlete or an active coach or referee in the national arena of the Corporation during his term of office.

9.01.03 ELECTION AND TERMS OF OFFICES OF OFFICERS

The election or appointment of the Officers will take place in accordance with the provision of article 6.03 of these By-Laws. The terms of office of Officers will be established in accordance with the provision of article 6.04 of these By-Laws.

9.01.04 DUTIES

The 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 be the official spokesman of the Corporation, will oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board. The President shall be the chief executive officer of the Corporation and, under the supervision of the Board, he shall monitor, administer and generally manage the affairs of the Corporation. The President shall also exercise all other powers and carry out all the duties determined by the Board.
- b) The 1st Vice President and 2nd Vice-President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board. In the absence of the President or in the event of his inability, refusal or failure to act, one of the Vice-presidents may exercise the powers and the duties of the President, as determined by the By-laws
- c) The Treasurer will keep proper accounting records as required by the Act, will cause to be deposited all monies and other securities received by the Corporation in the Corporation's bank account; will supervise the management and the disbursement of funds of the Corporation; when required will provide the Board with an account of financial transactions and the financial position of the Corporation; will prepare annual budgets; and will perform such other duties as may from time to time be established by the Board. The Treasurer shall generally manage the finances of the Corporation. Whenever required to do so, he shall submit to the President or the Directors a detailed accounting of the financial situation of the Corporation and of all the transactions made by him in his capacity as Treasurer.
- d) The Secretary will be responsible for the documentation of all amendments to the Corporation's Constitution and By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings of members, Board and Committees of the Corporation; and will perform such other duties as may from time to time be established by the Board. He shall act as Secretary at meetings of the Board and at general meetings of the members. He shall give or cause to give notice of any meeting of the Board and of its Committees, where applicable, and of any meeting of the members. He shall keep the minutes of all meetings of the Board and of its Committees, where applicable, as well as the minutes of all the meetings of the members in the books maintained for that purpose. He shall be the custodian of the seal of the Corporation.

He shall be responsible for the archives of the Corporation, including the books containing the names and addresses of the Directors and of the members of the Corporation, copies of all reports issued by the Corporation and all other book or document that the Directors may designate as being under his custody.

9.01.05 REMUNERATION

The Officers shall receive no remuneration with respect to their office or any other services rendered to the Corporation. Moreover, the Board may adopt a resolution to the effect of reimbursing the Officers for expenses incurred in the execution of their office.

9.01.06 POWERS AND DUTIES

Subject to the incorporating document, the Directors shall determine the powers of the Officers of the Corporation. The Board may delegate to them all their powers, except those that they are obliged to exercise themselves or those which require the approval of the members of the Corporation. The Officers shall also have the powers inherent in the Act or which relate to their office. In case of the absence, inability, refusal or failure to act, or for any other reason deemed sufficient by the Directors, the Board may delegate, exceptionally or for a set period, the powers of an Officer to another Officer.

9.01.07 RESIGNATION AND REMOVAL FROM OFFICE

Any Officer may resign from office by forwarding a letter of resignation to the Head Office of the Corporation, by mail, email or courier. The members may remove from office any Officer of the Corporation, by Special Resolution of the voting 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, and may elect or appoint the successor of such person.

9.02 EXECUTIVE COMMITTEE

If the Board of the Corporation is composed of five (5) members or more, it may create an executive committee.

9.02.01 COMPOSITION

The Executive Committee will be only comprised of the Officers.

9.02.02 ELIGIBILITY

The following individuals and members cannot be nominated or elected as member of Executive Committee:

- a) Any full time employee of the Corporation or its Provincial/Territorial Members for the duration of their employment and two (2) years after termination of their employment;
- b) Any individual or member who is hired in full time position to perform specific work for the Corporation, either individually or as a partner, associate, board member or shareholder of a corporation for the duration of the specific work and two (2) years after delivery of the work;
- c) Any individual or member who is a merchant, manufacturer or producer of any kind of sports items or services pertaining to sports as an employee, shareholder, partner, contractor, officer or director; and;
- d) Any individual or member who is a competing national athlete or an active coach or referee in the national arena of the Corporation during his term of office.

9.02.03 POWERS

The Executive Committee shall exercise all the powers delegated by the Board, except for those that, in accordance with the Act, must be exercised by the Directors, and for those powers which require the approval of the members. The Executive Committee shall give report on its activities at every meeting of the Board, and the Directors may modify, confirm or reverse the decisions of the Executive Committee, subject however to the rights of third parties and of the members in good faith. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these By-laws or may be prescribed from time to time by the Board

9.02.04 MEETINGS

Meetings of the Executive Committee will be held at such time and place as determined by the members of the committee, or upon the request of any two (2) Officers, provided that 48 hours written notice of the meeting will be given to each member of the committee. If service of delivery of such notice is by mail, it will be sent at least fourteen (14) days prior to the meeting.

9.02.05 MEETINGS BY TELEPHONE

A meeting of the Executive Committee may be held by telephone or by means of other telecommunications technology. Any Executive Committee member who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Executive Committee members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

9.02.06 QUORUM

Quorum will consist of a majority of the Executive's voting members.

9.02.07 VOTING

Each Executive Committee member is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot unless a majority of the Executive Committee members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President of the Corporation is entitled to a second vote upon a tie.

9.02.08 CLOSED MEETINGS

Meetings of the Executive Committee will be closed to members and the public except by invitation of the Executive Committee.

9.02.09 PROCEDURE

The procedure established for meetings of the Board shall apply equally to Executive Committee meetings mutatis mutandis.

9.02.10 REMUNERATION

The Executive Committee members shall receive no remuneration with respect to their office. They may however be remunerated for other services rendered to the Corporation. Moreover, the Board may adopt a resolution to the effect of reimbursing the members for expenses incurred in the execution of their office.

9.02.11 REMOVAL

Any member of the Executive Committee may resign from office by forwarding a letter of resignation to the head office of the Corporation, by mail, email or courier. The members may remove from office any member of the Executive Committee, by Special Resolution of the voting members in a meeting, provided the member of the Executive Committee 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, and may elect or appoint the successor of such person.

ARTICLE 10 OTHER COMMITTEES

10.01 CREATION

The Board will appoint the following standing committees:

Officials Committee
Long Term Athlete Development (LTAD) Committee

National Coaching Certification Program (NCCP) Committee
Coaching Committee
Technical Committee
Awards Committee
Tournament Organizing Committee

The Board will assign studies or mandates to standing committees and/or other ad hoc committees, the composition of which it shall determine. The Board will consider recommendations from all such committees.

10.02 PROCEDURE

The procedure established for meetings of the Board shall apply equally to any committee meetings mutatis mutandis.

10.03 REMUNERATION

The remuneration of members of any committee of the Corporation shall be fixed by the Board, where applicable.

10.04 TERMS OF REFERENCE

The Board may establish the terms of reference and operating procedures for all committees, and may delegate any of its powers, duties or functions to any committee.

10.05 VACANCY

When a vacancy occurs on any committee, the Board may appoint an eligible individual to fill the vacancy for the remainder of the committee's term.

10.06 REMOVAL

Any member of any committee may resign from office by forwarding a letter of resignation to the Head Office of the Corporation, by mail, email or courier. The Board may remove any member of any committee.

ARTICLE 11 FINANCE AND MANAGEMENT

11.01 FISCAL YEAR

The fiscal year of the Corporation will be April 1st to March 31st, or such other period as the Board may from time to time determine.

11.02 BANKING

The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

11.03 SIGNING AUTHORITY

In the absence of any resolution to the contrary passed by the Board, the deeds, contracts, securities, bonds and other document requiring the signature of the Corporation will be signed by two (2) of the following: the President and one of either a Vice-President, the Treasurer or the Secretary. The Board may authorize other persons to sign on behalf of the Corporation. Furthermore, the Board may authorize, in general or specific terms, any person to sign any document on behalf of the Corporation. The Board may authorize other persons to sign on behalf of the Corporation.

11.04 **BILLS OF EXCHANGE**

Cheques or other bills of exchange drawn, accepted or endorsed in the name of the Corporation shall be signed by any person authorized by the Corporation. Any of the Officers may be the sole endorser of bills of exchange in the name of the Corporation, for the purposes of depositing in the account of the Corporation or of collecting in its name through the bank. Any of the authorized Officers may discuss, settle, draw up the balance and certify to the bank of the Corporation and in the name of the Corporation, any book of accounts; such officer may also receive all acquitted cheques and vouchers and sign any balance payment form, any receipt statement or any bank verification form.

11.05 **AUDITORS**

At each Annual General Meeting the Members, voting members shall appoint an auditor to audit the books, accounts and annual financial statements of the Corporation for report to the members at the annual meeting. The auditor shall hold office until the next Annual Meeting provided that the Board may fill any casual vacancy in the office of the auditor. The auditor will not be an employee or a director of the Corporation. When applicable, the remuneration of the auditor shall be fixed by the voting members or by the Board, when this power is delegated to them by the members.

11.06 **BOOKS AND RECORDS**

The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept.

11.07 **PROPERTY**

The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

ARTICLE 12 AMENDMENTS OF BYLAWS

The Directors may, from time to time, repeal, amend or revive the By-laws of the Corporation, except that such By-laws must be approved and sanctioned by the members before they come into force. The By-laws and articles related to the requirements of subsection 155 (2) of the Act additionally require the approval of the Minister before they come into force.

ARTICLE 13 NOTICE

13.01 **WRITTEN NOTICE**

In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, email or courier to the address of the director or member registered in the record of the Corporation.

13.02 **DATE OF NOTICE**

Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

13.03 **ERROR IN NOTICE**

The accidental omission to give notice of a Meeting of the Directors or the members, the failure of any director or member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE 14 INDEMNIFICATION

14.01 WILL INDEMNIFY

The Corporation will indemnify and hold harmless out of the funds of the Corporation each director, Officer, member of any committee and employee, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties.

14.02 WILL NOT INDEMNIFY

The Corporation will not indemnify a director, Officer, member of any committee, employee or any other person for acts of fraud, dishonesty, or bad faith.

14.03 INSURANCE

The Corporation will, at all times, maintain in force such Directors and Officers liability insurance as may be approved by the Board.

ARTICLE 15 ADOPTION OF THESE BYLAWS

15.01 ADOPTION BY BOARD

These By-laws are adopted by the Board of the Corporation at a meeting of the Board duly called and held on July 21, 2009.

15.02 RATIFICATION

These By-laws are ratified by a two-thirds (2/3) affirmative vote of the voting members of the Corporation entitled to vote at a Meeting of members duly called and held on July 22, 2009.

15.03 REPEAL OF PRIOR BYLAWS

In ratifying these By-laws, the members of the Corporation repeal all prior General By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

15.04 ENACTMENT

These By-laws are hereby enacted and will come into force upon its acceptance by the Corporations Directorate of Industry Canada or a successor or replacement agency.

President