

FREESTYLE SKIING ONTARIO INC.

BY-LAWS

DEC. 2, 2016 INSERT DATE - FINAL

I GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of Freestyle Skiing Ontario Inc., which asis the Provincial Sport Organization representing freestyle skiing in the Province of Ontario; and shall represent the interests, advance and promote the sport within the Province of Ontario.
- 1.2 Definitions - The following terms have these meanings in these By-laws:
- a) Act – the Ontario Not-for-Profit Corporations Act, 2010 or any successor legislation;
 - b) Annual Meeting – the annual meeting of Members referred to in Section 4.1;
 - c) ~~b)~~ Auditor – an individual or firm appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act;
 - d) ~~e)~~ Board – the Board of Directors of the Corporation;
 - e) By-Laws – these by-laws as they may be amended from time to time;
 - f) ~~f)~~ Corporation – Freestyle Skiing Ontario Inc., known as “Freestyle Skiing Ontario”;
 - g) ~~e)~~ Days – days including weekends and holidays;
 - h) ~~f)~~ Director – an individual elected or appointed to serve on the Board pursuant to these Bylaws;
 - i) Independent Director – is a Director who:
 - (A) has no fiduciary obligation to any freestyle skiing body at the national or provincial level;
 - (B) receives no direct or indirect material benefit from any such body;
 - (C) is free from any conflict of interest of a financial, personal or representational nature (provided that participating in freestyle skiing does not alone cause a Director not to qualify as an Independent Director);
 - j) provided that an individual who would not be considered an Independent Director will be considered to be an Independent Director once that individual resigns from or terminates the circumstance that gives rise to the non-Independent Director status. INTD#1: Provision added pursuant to Canadian Sport Governance Code.
 - k) ~~g)~~ Member – an individual admitted as a Member who has been issued Membership pursuant to Article II, and “Membership” shall have a corresponding meaning;
 - l) Members’ Meeting – means an Annual Meeting or a Special Meeting;
 - m) ~~h)~~ Officer – an individual appointed to serve as an Officer of the Corporation pursuant to these By-laws;
 - n) ~~i)~~ Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution;

o) ~~j~~ Participant - a person registered with Freestyle Skiing Ontario or a Freestyle Skiing Ontario club or program. For certainty, no Participant in that capacity will have any voting rights whatsoever;

p) Special Meeting – means a Members’ Meeting which is not an Annual Meeting;

q) ~~k~~ Special Resolution – a resolution passed by not less than two-thirds of the votes cast on that resolution.

- 1.3 Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.4 Corporate Seal - The Corporation may have a corporate seal, which may be adopted and may be changed by ~~Ordinary Resolution of~~ the Board.
- 1.5 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its ~~objectives~~purposes.
- 1.6 Ruling on By-laws – 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~~purposes of the Corporation.

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- 1.7 Conduct of Meetings – Unless otherwise specified in these By-laws, ~~meetings of Members' Meetings~~ and Board meetings ~~of the Board~~ will be conducted according to Call to Order (Perry) (current edition).
- 1.8 Interpretation – Words importing the singular will include the plural and vice versa; ~~words importing the masculine will include the feminine and vice versa~~, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

II MEMBERSHIP

Membership

- 2.1 Membership – Members of the ~~Corporation~~corporation shall include any individual who is eighteen (18) years of age or older ~~and who to whom the Board~~ has ~~been admitted as a Member by Board resolution~~issued membership (including without limitation those who fully register as a Member through the Corporation's online registration platform).
[NTD#2: Provision to be reflected in Articles of Amendment.]
- 2.2 Termination – Membership in the Corporation will terminate immediately upon:
- Resignation by the Member by written notice to the Corporation; ~~or~~
 - Dissolution of the Corporation;
 - the end of each Membership year; or
 - termination of a Member's Membership pursuant to Section 5.23(b).

III SAFE SPORT

- 3.1 Complaints, Suspension and Expulsion Policy: The Board of Directors shall establish a Dispute Resolution Process to deal with disputes and complaints that arise between Participants.

IV MEETINGS OF MEMBERS

- 4.1 Annual Meeting - The Corporation will hold ~~meetings of Members~~the Annual Meeting at such date, time and place as determined by the Board within the Province of Ontario.
- 4.2 Special Meeting - A ~~special meeting of the Members~~Special Meeting may be called at any time by ~~Ordinary Resolution of~~ the Board.
- 4.3 Participation/Holding Members' Meetings by Electronic Means – If the Board calls a Members' Meeting, the Board may determine that the Members' Meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the Members' Meeting. Any person entitled to attend a Members' meeting ~~of Members~~ may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at ~~the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during~~ the meeting.
- 4.4 Notice - Notice of meetings of Members including the date of the meeting will be given to all Members, Directors, and the Auditor at least ten (10) days and not more than fifty (50) prior to the date of the meeting.

4.5 Waiver of Notice – Any person who is entitled to notice of a ~~meeting of the~~ Members’ Meeting may waive notice, and attendance of the person at the ~~meeting~~ Members’ Meeting is a waiver of notice of the ~~meeting~~ Members’ Meeting.

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- 4.6 Quorum – Two (2) Members present in person or by proxy will constitute a quorum for a Members’ ~~meeting~~ Meeting.
- 4.7 Closed Meetings – Members’ Meetings ~~of Members~~ will be closed to the public except by invitation of the Board or Members attending the ~~meeting~~ Members’ Meeting, and in accordance with ~~4.12~~ Section 4.10.
- 4.8 Scrutineers – At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 4.9 Adjournments - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a ~~meeting of~~ Members’ Meeting and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 4.10 Attendance - The only persons entitled to attend a ~~meeting of the~~ Members’ Meeting are Members, the Directors, the ~~Auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any)~~ Auditor, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act to be present at the ~~meeting~~ Members’ Meeting. Any other person may be admitted only if invited by the Chair of the ~~meeting~~ Members’ Meeting or with the majority consent of the Members present at the ~~meeting~~ Members’ Meeting or in accordance with ~~4.9~~ Section 4.7.

Voting at Members’ Meetings ~~of Members~~

4.11 Voting Rights - Each Member is entitled to one (1) vote at a Members’ ~~meeting~~ Meeting **[NTD#3: Provision to be reflected in Articles of Amendment.]** provided that Members shall vote only on the election of Directors, the appointment of the Auditor, 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. [NTD#4: Proviso added pursuant to Canadian Sport Governance Code.]

4.12 Proxy Voting – Every Member entitled to vote at a ~~meeting of~~ Members’ Meeting may, by means of a proxy, appoint a proxyholder to attend and vote on behalf of the Member.

A proxy must:

- a) Be signed by the Member;
- b) Comply with the format stipulated by the Corporation; and be submitted to the Corporation at least forty-eight (48) hours prior to the commencement ~~to~~ of the Members’ Meeting ~~of Members~~.

4.13 Voting by Mail, Telephonic or Electronic Means. Where voting for the election of Directors or regarding any other matter is conducted by mail, telephonic or electronic means, the Executive Director shall be responsible to implement a system of adequate notice and recording and to protect the integrity and privacy of Members entitled to vote but such that the votes may be verified as having been made by Members entitled to vote and such that the Corporation is not able to identify how each Member voted.

4.13 Determination of Votes – Votes will be determined by a show of hands, orally or by electronic ballot (except in the case of elections which require a secret ballot) unless a secret or recorded ballot is requested by a Member.

4.14 Majority of Votes - Except as otherwise provided in these By-laws, a majority of votes will decide each issue. In the case of a tie, the motion will be deemed defeated.

4.15 Resolution in Writing - A resolution in writing, signed unanimously by all Members entitled to vote on that resolution at a Members' meetings is as valid as if it had been passed at a Members' meetings.

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V GOVERNANCE

5.1 The Board

- a) ~~The~~ Except as otherwise provided in the Act or the By-Laws, the Board shall manage or supervise the management of the activities and affairs of the Corporation ~~shall be managed by a Board of~~.
- b) Directors: ~~shall not liaise with management other than the Executive Director or assume operational responsibilities without the joint approval of the Board and the Executive Director.~~ **[NTD#5: Provision added pursuant to Canadian Sport Governance Code.]**

5.2 Board Composition ~~of the Board~~

- a) The Board shall consist of a minimum of five (5) Directors and a maximum of seven (7) Directors. **[NTD#6: Provision to be reflected in Articles of Amendment.]** provided that the number of Directors and the number of Directors to be elected at the Annual Meeting shall be the number determined from time to time by Special Resolution or, if a Special Resolution empowers the Directors to determine the number of Directors, from time to time by Board resolution.
- b) At all times at least forty percent (40%) of the Directors shall be Independent Directors. (If the application of this percentage of Director's does not result in a whole number, then the result should be rounded up or down to the nearest whole number.) The determination of whether a Director or prospective Director is an Independent Director shall be made by the Nominating Committee. **[NTD#7: Provision added pursuant to Canadian Sport Governance Code.]**

5.3 Eligibility of Directors

To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- c) Not have the status of bankrupt;
- d) Not be a member of the Corporation's management or executive team **[NTD#8: Preceding added pursuant to Canadian Sport Governance Code.]** or a paid ~~employee~~ staff member of the Corporation;
- e) ~~Shall be~~ Be willing to abide by the policies and by-laws governing the Corporation; and
- f) ~~Shall be~~ Be a resident of Ontario.

Election of Directors

5.4 Nominating Committee **[NTD#9: Provision added based on Canadian Sport Governance Code.]**

- a) The Nominating Committee shall consist of an odd number of individuals not exceeding five (5), not more than two (2) of whom shall be a current Director

(provided that any such Director must not be standing, nor intending to stand, for election at the relevant election).

- b) The Nominating Committee shall include appropriate representation from the Board (including Independent Directors), athletes and other stakeholders with the objective that the Nominating Committee is respected, credible and representative.
- c) The terms of reference of the Nominating Committee will include:
 - (i) proposing those individuals recommended for election as Directors (provided that the Nominating Committee's recommendations for election as Directors need not be approved by the Board);
 - (ii) maintaining a skills matrix (the "Skills Matrix") on behalf of the Corporation for the purpose of fulfilling the Corporation's desire to maintain a broad scope of volunteer skills on which to draw in order to facilitate Directors having the necessary skills for the successful stewardship of the Corporation and to ensure that the Directors' possess as many of the skills necessary for optimal Board functioning as possible, which Skills Matrix shall address at least the following skills: financial, governance, legal, and sports; and
 - (iii) recruiting candidates for election to the Board with a view to including individuals with athletic experience among such candidates.

5.5 Nominations - Any nomination of an individual as a candidate for election as a Director will:

- a) Include the written consent of the ~~nominee~~candidate by signed or electronic signature;
- b) Comply with the procedures established by the Board;~~and~~
- c) Be submitted to the Registered Office of the Corporation no later than ~~thirty-five~~35~~twenty~~(20) days prior to the Annual Meeting. This timeline may be amended by ~~Ordinary Resolution of~~ the Board;
- d) Considered by the Nominating Committee.

~~d) There~~Subject to Section 5.10, there will be no nominations from the floor of ~~the meeting~~a Members' Meeting.

5.6 Circulation of Nominations - Valid nominations will be circulated to Members in the ~~Official Notice~~official notice of the relevant Members' Meeting. The attendance record of each incumbent Director shall be included in the materials that are distributed in connection with the election of Directors [NTD#10: Second sentence added pursuant to Canadian Sport Governance Code.]

5.7 Terms of Office:

- a) Directors shall serve terms of three (3) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign or are removed from or vacate their office. The number of successive terms for any one (1) ~~individual~~Director shall be limited to three (3), provided that up to one (1) additional three (3) year term may be added at the end of the term limit referred to above for a Director who is appointed Chair for so long as that Director serves as Chair (in the circumstance in which a Director who has reached the term limit referred to above has publicly expressed an interest to serve as Chair,

that person's election as Director shall be conditional upon that person also being appointed Chair): [NTD#11: Proviso added pursuant to Canadian Sport Governance Code.]

- ~~b) In the calendar years indicated in this Subsection 5.7(b), elections will occur regarding the number of director positions indicated:~~
- ~~a.— 2017 and every third (3rd) year thereafter (e.g. 2020, 2023, etc.): elections will occur regarding four (4) director positions;~~
 - ~~b.— 2018 and every third (3rd) year thereafter (e.g. 2021, 2024, etc.): elections will occur regarding two (2) director positions; and~~
 - ~~c.— 2019 and every third (3rd) year thereafter (e.g. 2022, 2025, etc.): elections will occur regarding one (1) director position.~~
- ~~e) The number of lifetime terms for any one (1) individual shall be limited to five (5).~~

~~d) An Elected~~

b) To the extent practical in the circumstances from time to time, Directors will be elected on a rotating basis such that Directors' terms of office will not all expire in the same year.

c) A Director elected (or, pursuant to Section 5.11, appointed) to serve a partial term will, upon completion of the partial term, remain eligible to serve three (3) ~~two~~three-year consecutive terms as ~~Elected~~ Director in accordance with Subsection 5.7(a).

Vacation of the Office of Director

5.8 Resignation - A Director may resign from the Board at any time by presenting ~~his or her~~a notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Corporation.

5.9 Vacate Office - The office of any Director will be vacated automatically if:

a) The Director resigns;

b) The Director ~~is absent from three (3) consecutive meetings of the Board;~~

~~e) Not have~~has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

c) ~~d)~~The Director ~~becomes~~has the status of bankrupt;

d) ~~e)~~The Director is removed pursuant to Section 5.10; or

e) ~~f)~~The Director dies.

5.10 Removal – ~~An elected~~A Director may be removed by Ordinary Resolution of the Members at ~~an Annual~~a Members' Meeting ~~or Special Meeting~~duly called for the purpose provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. At such a ~~meeting~~Members' Meeting, the Members may, by a majority of votes cast at the ~~meeting~~Members' Meeting, (and to the extent practical after consultation with the Nominating Committee) elect a qualified individual ~~in the removed~~as Director ~~'s stead for a period ending at the next Annual Meeting~~the unexpired term of the Director's predecessor.

Filling a Vacancy on the Board

5.11 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring no later than the close of the next Annual Meeting.

Board Meetings of the Board

5.12 Call of Meeting – A Board meeting ~~of the Board~~ will be held at any time and place as determined by the ~~Chairperson~~Chair, or by written ~~requisition~~request of at least 50% of the Directors.

5.13 Notice – Written notice, served other than by mail, of Board meetings ~~of the Board~~ will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a Board meeting ~~of the Board~~ is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. ~~If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.~~

5.14 Board Meeting ~~With~~with New Directors – For a first Board meeting ~~of the Board~~ held immediately following the election of Directors at a ~~meeting of the~~ Members' Meeting, or for a Board meeting ~~of the Board~~ at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

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5.15 Quorum – At any Board meeting ~~of the Board~~, quorum will be a majority of the ~~Board~~ number of Directors determined pursuant to Subsection 5.2(a).

5.16 Voting

- a) Each Director is entitled to one (1) vote at a Board meeting ~~of the Board~~. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favour of the resolution. Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.

5.17 No Alternate Directors - No person shall act for an absent Director at a meeting of directors.

5.18 Closed Meetings – Board Meetings ~~of the Board~~ will be closed to Members and the public except by invitation of the Board.

5.19 Meetings by Telecommunications – ~~A Telephonic or Electronic Means - If all Directors consent, a Board meeting or a meeting of the Board~~ a committee of Directors may be held by ~~telephone conference call~~ telephonic or ~~by~~ electronic means ~~of other telecommunications technology. Directors who participate~~ that permit all participants to communicate adequately with each other during the meeting, and a Director participating in such a meeting by telecommunications technology are considered to have attended is deemed to be present at the meeting.

5.20 Resolution in Writing - A resolution in writing, signed unanimously by all Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a Board meeting.

Duties of Directors

5.21 Standard of Care – Every Director will:

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

Powers of the Board

5.22 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

5.23 Empowered – The Board is empowered, including but not limited to:

- a) ~~Make policies and procedures~~ Manage or ~~manage~~ supervise the management of the activities and affairs of the Corporation (including without limitation by establishing polices or procedures) in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members and Participants, and have the authority to discipline Members or Participants in accordance with such policies and procedures (up to and including suspension of Members or Participants and, in the case of Members, termination of Membership) (provided that any such discipline or termination of Membership must be done such that the Participant or the Member is given at least fifteen (15) days notice of a disciplinary action or Membership termination with reasons and the

Participant or Member is given an opportunity to make a written submission not less than five (5) days before the disciplinary action or termination of Membership becomes effective, to the person with authority to impose or revoke the disciplinary action or termination in accordance with such policies and procedures;

- c) Make policies and procedures relating to the management of disputes within the Corporation and among Participants and deal with disputes in accordance with such policies and procedures;

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- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Enable the Corporation to receive donations and benefits for the purpose of furthering the ~~objects and~~ purposes of the Corporation;
- f) Make expenditures for the purpose of furthering the ~~objects and~~ purposes of the Corporation;
- g) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; ~~and~~

Manage risk which includes ongoing identification of risks and measuring annually its risk management and internal control systems; and [NTD#12: Provision added pursuant to Canadian Sport Governance Code.]

- h) Perform any other duties from time to time as may be in the best interests of the Corporation.

5.24 Board Mandate – The Board shall adopt a Board mandate which delineates the roles and responsibilities of the Board which, among other matters includes the requirement:

(a) to develop a multi-year strategic plan; [NTD#13: Provision added pursuant to Canadian Sport Governance Code.]

(b) from time to time to select, hire and (where determined necessary or desirable) terminate the Executive Director (and in selecting the Executive Director, to be satisfied about the candidate has the skills, experiences and qualifications that the Board considers appropriate to best serve the interests of the Corporation); and [NTD#14: Provision added pursuant to Canadian Sport Governance Code.]

(c) to develop a succession plan for the Executive Director. [NTD#15: Provision added pursuant to Canadian Sport Governance Code.]

5.25 Diversity Policy - The Board shall develop a Board Diversity Policy (which Policy the Board shall update from time to time) which:

(a) recognizes and states that diverse perspectives, experiences and backgrounds provide for optimal Board performance;

(b) recognizes and states that diversity refers to the broad range of demographic characteristics that exists across society including, but not limited to, sex, gender, identity, race, ethnicity, sexual orientation, class, economic means, ability, age, official language of Canada spoken, religion, and education;

(c) recognizes and states specifically:

(i) that gender diversity among Directors is a goal to which the Corporation should aspire; and

(ii) that a course of action toward that goal should be to strive to have in place, in a manner that best suits and reflects the Corporation's needs while respecting the paramountcy of an individual's human rights and privacy, a Board where not more than sixty percent (60%) of the Directors are of the same gender;

(d) requires the Board to report annually as to:

(i) its approach and initiatives taken (including through the work of Nominating Committee) to attract Directors with the required skills and diversity (including with respect to gender diversity);

(ii) whether it considers such approaches and initiatives successful; and

(iii) any additional steps the Board (including through the work of Nominating Committee) will be making towards this objective.

5.26 Professional Advisors – The Board may authorize the retention by it of professional advisors at the expense of the Corporation. [NTD#16: Provision added pursuant to Canadian Sport Governance Code.]

VI OFFICERS

6.1 Offices - At the first meeting following the Annual Meeting, the Board shall appoint from among the Directors, a ~~Chairperson~~Chair, Vice ~~Chairperson~~Chair, Secretary and Treasurer and such other officers as the Board may ~~by resolution~~ determine, each of whom shall be an Officer of the Corporation, provided that the Chair shall be an Independent Director [NTD#17: Proviso added pursuant to Canadian Sport Governance Code.] and provided further that a Director shall not serve as Chair for longer than a cumulative period of six (6) years. For purposes of the six (6) year term limit, any period of a Director's service as Chair prior to December 31, 2023 shall apply against the term limit for a maximum of three (3) years. [NTD#18: Proviso based on Canadian Sport Governance Code.]

6.2 Duties of the ~~Chairperson~~Chair

(a) The ~~Chairperson (or "President" as that term is defined in the Act)~~Chair will be the chair of the Board, and will preside at ~~the annual and special~~Members' ~~meetings~~ Meetings and at Board meetings; ~~and~~

(b) will oversee an annual Board review process; and [NTD#19: Provision added pursuant to Canadian Sport Governance Code.]

(c) ~~(b)~~perform such other duties as may from time to time be determined by the Board.

6.3 Duties of the Vice ~~Chairperson~~Chair

(a) The Vice ~~Chairperson~~Chair have all the powers and perform all the duties of the ~~Chairperson~~Chair during the absence or disability of the ~~Chairperson~~Chair; and

(b) perform such other duties as may from time to time be determined by the Board.

6.4 Duties of the Secretary

(a) The Secretary shall perform such duties as may be required of the Secretary by the Board.

(b) The Secretary may delegate the performance of ~~his/her~~their duties to any person(s) as approved by the Board, but the Secretary shall retain responsibility for ~~ensuring~~ the proper performance of such duties.

6.5 Duties of the Treasurer

- (a) The Treasurer shall perform such duties as may from time to time be assigned to the Treasurer by the Board.
- (b) The Treasurer may delegate the performance of ~~his~~[the Treasurer's](#) duties to any person(s) as approved by the Board, but the Treasurer shall retain responsibility for ~~ensuring~~ the proper performance of such duties.

6.6 Delegation of Duties – In addition to the delegation permitted by [Subsection](#) 6.4(b) and [Subsection](#) 6.5(b), at the discretion of the Officer and with approval by ~~Ordinary Resolution~~ ~~of~~ the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

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6.7 Removal –

- a) ~~Officers~~The Board may ~~be removed~~remove any Officer from their ~~respective offices as Officers by ordinary resolution of the Board~~office.

6.8 Vacancy –

- a) Where the position of an Officer becomes vacant for any reason and there is still a quorum of Directors, the Board may ~~, by Ordinary Resolution,~~ appoint a qualified individual to fill the vacancy until the next Annual Meeting.

6.9 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

VII COMMITTEES

7.1 Appointment of Committees –

a) The Board shall appoint a Nominating Committee as set out in Section 5.4. [NTD#20: Provision added pursuant to Canadian Sport Governance Code.]

b) The Board shall appoint committees that focus on the following matters:

(i) governance and ethics; [NTD#21: Provision added pursuant to Canadian Sport Governance Code.]

(ii) audit and finance; and [NTD#22: Provision added pursuant to Canadian Sport Governance Code.]

(iii) human resources. [NTD#23: Provision added pursuant to Canadian Sport Governance Code.]

b) The Board may appoint such other committees as it deems necessary for managing the affairs of the Corporation ~~and~~, provided that, except for the Nominating Committee, the role of each committee is to recommend matters for approval by the Board. [NTD#24: Provision added pursuant to Canadian Sport Governance Code.]

c) Subject to Section 5.4 in relation to the Nominating Committee:

(i) the Board may appoint members of committees or provide for the election of members of committees, ~~may prescribe the duties and~~ (provided that the majority of the committee focused on audit and finance must not be Officers or employees of the Corporation); and

(ii) the Board shall approve terms of reference ~~of~~for each committees, ~~and may delegate to any Committee any of its powers, duties, and functions.~~ [NTD#25: Provision added pursuant to Canadian Sport Governance Code.]

7.2 Vacancy - When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

7.3 Removal - The Board may remove any member of any committee.

7.4 ~~No Acts or Debts~~ Restriction. No ~~Committee~~committee will have the authority to ~~act or~~ incur debts in the name of the Corporation.

VIII FINANCE AND MANAGEMENT

- 8.1 Fiscal Year - The fiscal year end of the Corporation shall be as determined by the Board from time to time.
- 8.2 Bank: The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 8.3 Bank: Contracts, documents or instruments in writing requiring the Corporation's signature may be signed by any two (2) Officers or Directors, or such other person(s) authorized by the Board.

8.4 ~~Auditors~~ At Review of Financial Statements: Audited annual financial statements of the Corporation shall be reviewed by the Board at a meeting within one hundred and fifty (150) days of fiscal year end.

[NTD#26: Added provision based on Canadian Sport Governance Code.]

8.5 Auditor – In accordance with the Act, at each Annual Meeting the Members will appoint an ~~auditor~~ Auditor to ~~audit or~~ conduct ~~a review engagement~~ an audit of the books, accounts and records of the Corporation ~~in accordance with the Act~~. The ~~auditor~~ Auditor will remain in place until the next Annual Meeting. The ~~auditor~~ Auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit ~~or review engagement~~ of the Corporation.

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8.4 Posting of Financial Statements: Audited annual financial statements of the Corporation shall be posted on the Corporation's website within six (6) months of the Corporation's fiscal year end.

[NTD#27: Provision added pursuant to Canadian Sport Governance Code.]

8.5 Books and Records - The necessary books and records of the Corporation required by applicable law will be necessarily and properly kept.

8.6 Borrowing - The Board may from time to time:

- a) Borrow money on the credit of the Corporation;
- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
- c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

~~8.7 Borrowing Restriction - The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.~~

Remuneration

~~8.8.7~~ No Remuneration - All Directors, Officers and members of ~~Committees~~committees will serve their term of office without remuneration ~~(unless approved by at a meeting of Members)~~ except for reimbursement of expenses as approved by the Board: (including in accordance with a Board approved travel policy or upon approval of the Chair and the Executive Director or, in respect of the expenses incurred by the Chair, the approval of the Executive Director and the chair of the committee focused on audit and finance.). [NTD#28: Parenthetical portion added pursuant to Canadian Sport Governance Code.]

Conflict of Interest

~~8.9~~8.8 Conflict of Interest - A Director, Officer or member of a ~~Committee~~committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or ~~Committee~~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 Act regarding conflict of interest and any Board approved Conflict of Interest Policy.

IX AMENDMENT OF BY-LAWS

9.1 Process - By-Laws may be passed, amended, repealed or replaced by ~~Ordinary Resolution~~ ~~of~~ the Board, provided that the passage, amendment, repeal or replacement of any By-law will not be effective until submitted to the Members at a ~~meeting of Members'~~ Meeting duly called for the purpose of considering such passage, amendment, repeal or replacement, at which ~~meeting~~Members' Meeting the Members may by Ordinary Resolution confirm, reject or amend the By-laws in relation to the proposed passage, amendment, repeal or replacement.

X NOTICE

10.1 Written Notice- In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, ~~fax~~, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

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10.2 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~~ emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, ~~five~~three (~~5~~3) days after the date the mail is post-marked.

10.3 Error in Notice- The accidental omission to give notice of a Board meeting ~~of the Board~~ or of ~~the~~ Members' Meeting, 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~~meeting.

XI INDEMNIFICATION

11.1 Will Indemnify - ~~The~~Every Director or officer or former Director or officer of the Corporation ~~will indemnify, shall be indemnified and hold saved~~ harmless out of the ~~funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators~~Corporation's funds from and against ~~any and all~~ claims~~costs~~, charges, and expenses, ~~demands, actions or costs~~, including an amount paid to settle an action or satisfy a judgment, ~~which may arise or be~~reasonably incurred ~~as a result of occupying the position or performing the duties of a Director or and any individual who acts at~~by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation's ~~request in a similar capacity~~.

11.2 May Advance - The Corporation may advance money to an individual referred to in Section 11.1 for the costs, charges and expenses of an action or proceeding referred to in that provision, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 11.3.

11.3 Will Not Indemnify - The Corporation ~~will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will~~shall not indemnify an individual under Section 11.1 unless:

- a) the individual acted honestly and in good faith with a view to the Corporation's best interests ~~of the Corporation~~; and
- b) if the matter is a criminal or administrative proceeding that is ~~enforced~~enforceable by a monetary penalty, the individual had reasonable grounds for believing that ~~his or her~~their conduct was lawful.

11.3 Insurance - ~~The~~Subject to the Act and applicable laws, the Corporation ~~will, at all times, may purchase and~~ maintain ~~in force reasonable~~ insurance ~~including Directors and Officers liability insurance~~for the benefit of an individual referred to in Section 11.1, against any liability incurred by that individual in the individual's capacity as a director or an officer of the Corporation.

XII DISSOLUTION

12.1 Dissolution – Upon dissolution of the Corporation, any funds or assets remaining after discharge of all liabilities will be distributed to one or more qualified donees within the meaning of the *Income Tax Act* (Canada) as determined by the Board.

[NTD#29: Provision to be reflected in Articles of Amendment.]

XIII ADOPTION OF THESE BY-LAWS

~~12.1~~ 13.1 Repeal of Prior By-laws – In ratifying these By-laws, all prior By-laws of the Corporation shall be repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

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Document comparison by Workshare Compare on November 6, 2023 2:19:11 PM

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Document 1 ID	iManage://im10.weirfoulds.com/ACTIVE/19443234/1
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Document 2 ID	iManage://im10.weirfoulds.com/ACTIVE/19443234/3
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Rendering set	Standard

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