



**CANADIAN ASSOCIATION OF WRESTLING OFFICIALS  
(CAWO)**

**ASSOCIATION CANADIENNE DES ARBITRES DE LUTTE  
(ACAL)**

**BYLAWS**

May 2013

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## ARTICLE 1 – GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Canadian Association of Wrestling Officials (CAWO) / Association Canadienne des Arbitres de Lutte (ACAL), a Canadian Corporation.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
- a) *Act* - the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
  - b) *Annual Meeting* – the annual meeting of the Members;
  - c) *Auditor* – a Public Accountant, as defined by the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual Meeting;
  - d) *Board* – the Board of Directors of the Corporation;
  - e) *Corporation* – the Canadian Association of Wrestling Officials (CAWO) / Association Canadienne des Arbitres de Lutte (ACAL);
  - f) *Days* – days including weekends and holidays;
  - g) *Delegate* – an individual appointed by a Member to exercise voting privileges for that Member;
  - h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
  - i) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
  - j) *Member* – those entities meeting the definition of Member who are admitted as Members of the Corporation under these By-laws;
  - k) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
  - l) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;
  - m) *Registrant* – an individual who is engaged in officiating activities that are provided, sponsored, supported, or sanctioned by a Member;
  - n) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time;
  - o) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
  - p) *Super Delegate* – an individual appointed by a Member to hold multiple voting privileges for that Member. Super Delegates may not vote in elections or for Fundamental Changes.
- 1.3 Registered Office – The Registered Office of the Corporation will be located in the province of Ontario at such address as the Board may determine.

- 1.4 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.
- 1.5 Ruling on By-laws – 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 objectives, mission, vision, and values of the Corporation.
- 1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to *Robert’s Rules of Order* (current edition).
- 1.7 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.
- 1.8 Language – These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

## **ARTICLE 2 – MEMBERSHIP**

### *Membership Classes*

- 2.1 Categories – The Corporation has the following classes of Members:
  - a) West Region
  - b) Central Region
  - c) East Region
- 2.2 West Region – Consisting of the organizations, associations, or corporations recognized by the Corporation as the sole governing bodies for wrestling officials in the Yukon Territory and in the provinces of British Columbia, Alberta, Saskatchewan, and Manitoba that have agreed to abide by the Corporation’s By-laws, policies, procedures, rules, and regulations.
- 2.3 Central Region – Consisting of the organizations, associations, or corporations recognized by the Corporation as the sole governing body for wrestling officials in the province of Ontario and the Northwest Territories that have agreed to abide by the Corporation’s By-laws, policies, procedures, rules, and regulations.
- 2.4 East Region – Consisting of the organizations, associations, or corporations recognized by the Corporation as the sole governing bodies for wrestling officials in the territory of Nunavut and in the provinces of Quebec, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador that have agreed to abide by the Corporation’s By-laws, policies, procedures, rules, and regulations.

### *Admission of Members*

- 2.5 Admission of Members – Any candidate will be admitted as a Member if the candidate member has met the applicable definition listed in Sections 2.2 – 2.4, as applicable.
- 2.6 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendment to the By-Laws of the Corporation if those amendments affect the following membership rights and/or conditions:
- a) Change a condition required for being a Member;
  - b) Change the definition of a Member category;
  - c) Add a Member category;
  - d) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
  - e) Change the method of voting by Members not in attendance at a meeting of Members.

### *Transfer of Membership*

- 2.7 Transfer – Any interest arising out of membership in the Corporation is not transferable.

### *Duration*

- 2.8 Duration of Membership – Membership within the Corporation is granted on an annual basis and will terminate on December 31<sup>st</sup>, subject to re-admission in accordance with these By-laws.

### *Withdrawal and Termination of Membership*

- 2.9 Withdrawal and Termination – Membership in the Corporation is terminated when:
- a) The Member fails to maintain any of the qualifications or conditions of membership described in Sections 2.2 - 2.4, as applicable, of these By-laws;
  - b) The Member resigns from the Corporation by giving written notice to the Secretary/Treasurer, in which case the resignation becomes effective on the date specified in the resignation;
  - c) The Member's term of membership expires; or
  - d) The Corporation is liquidated or dissolved.

### *Good Standing*

- 2.10 Definition – A Member of the Corporation will be in good standing provided that the Member:
- a) Has not ceased to be a Member; or
  - b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed.
- 2.11 Cease to be in Good Standing – Members that cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members 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 3 – MEETINGS OF MEMBERS**

- 3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.
- 3.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Members may be called at any time by:
- a) the President,
  - b) the Board, or by
  - c) A Super Delegate, upon written requisition, provided the Super Delegate holds at least five percent (5%) of the votes of the Corporation;
  - d) Delegates, upon written requisition, who hold at least five percent (5%) of the votes of the Corporation.
- 3.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation’s preceding financial year.
- 3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 3.6 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:
- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of at least thirty (30) days before the day on which the meeting is to be held; or
  - b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of at least thirty (30) days before the day on which the meeting is to be held; or
  - c) By posting on the Corporation’s website not fewer than thirty (30) days prior to the date of the meeting.

- 3.7 Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.
- 3.8 Persons Entitled to Attend – The following individuals may attend meetings of the Members:
- a) Delegates and/or Super Delegates representing Members;
  - b) Directors;
  - c) The Auditor of the Corporation; and
  - d) Individuals invited to attend by the chair of the meeting or by resolution of the Members.
- 3.9 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.10 Agenda – The agenda for the Annual Meeting will include:
- a) Call to order
  - b) Determination of a 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 and Committee reports
  - h) Report of Auditors
  - i) Appointment of Auditors
  - j) Business as specified in the meeting notice
  - k) Adjournment
- 3.11 New Business – Any Delegate or Super Delegate who wishes to have business placed on the agenda of a meeting will give written notice to the Corporation at least thirty (30) days prior to the meeting date.
- 3.12 Quorum – A minimum of ten (10) Delegates with at least two (2) Delegates representing each Member, or two (2) Super Delegates, will constitute a quorum.
- 3.13 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

#### *Voting at Meetings of Members*

- 3.14 Delegates – Delegates are assigned to each province and territory only if the province or territory has at least one Registrant. Should a province or territory not have at least one Registrant, they are not permitted to have a Delegate.

- 3.15 Voting Privileges – Provided that each province or territory within the Member has a Registrant, Members will have the following voting rights at all meetings of Members:
- a) West Region will be entitled to appoint the following Delegates who may attend meetings of Members and are entitled to vote:
    - i. Two (2) Delegates representing the province of British Columbia
    - ii. Two (2) Delegates representing the province of Alberta
    - iii. Two (2) Delegates representing the province of Saskatchewan
    - iv. One (1) Delegate representing the province of Manitoba
    - v. One (1) Delegate representing the Yukon Territory
  - b) Central Region will be entitled to appoint the following Delegates who may attend meetings of Members and are entitled to vote:
    - i. Seven (7) Delegates representing the province of Ontario
    - ii. One (1) Delegate representing the Northwest Territories
  - c) East Region will be entitled to appoint the following Delegates who may attend meetings of Members and are entitled to vote:
    - i. One (1) Delegate representing the province of Quebec
    - ii. One (1) Delegate representing the province of New Brunswick
    - iii. One (1) Delegate representing the province of Nova Scotia
    - iv. One (1) Delegate representing the province of Prince Edward Island
    - v. One (1) Delegate representing the province of Newfoundland and Labrador
    - vi. One (1) Delegate representing the territory of Nunavut
- 3.16 Super Delegates – Each Member may, at its discretion, appoint a Super Delegate who holds the voting rights of multiple provinces or territories within that Member. Super Delegates may not vote for the election of Directors and may not vote for Fundamental Changes to the Corporation.
- 3.17 Delegate Identities – Members will announce in writing (inclusive of electronic notice) to the Corporation, at least fourteen (14) days prior to the meeting of Members, the names of the Delegates and/or Super Delegates who are representing the Member. Delegates and/or Super Delegates must be at least eighteen years of age, a Registrant, and a primary resident of the province or territory that he or she is representing.
- 3.18 Directors as Super Delegates – At its discretion, a Member may appoint its respective regional Director to serve as a Super Delegate.
- 3.19 Delegate Appointment – When announced to the Corporation, individuals serving as Delegates and/or Super Delegates will have terms of two (2) years, unless they are replaced at the discretion of the Member.
- 3.20 Proxy Voting – Proxy voting is not permitted.
- 3.21 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

- 3.22 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Delegate or Super Delegate.
- 3.23 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes cast will decide each issue. In the case of a tie, the issue is defeated.

## ARTICLE 4 – GOVERNANCE

### *Composition of the Board*

- 4.1 Directors – The Board will consist of seven (7) Directors as follows:
- a) President
  - b) Vice-President, National
  - c) Vice-President, International
  - d) Secretary/Treasurer
  - e) West Region Director
  - f) Central Region Director
  - g) East Region Director

### *Eligibility of Directors*

- 4.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

### *Election of Directors*

- 4.3 Nomination – Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature;
  - b) Be submitted to the Registered Office of the Corporation fourteen (14) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 4.4 Circulation of Nominations - Valid nominations will be circulated to Members prior to the Annual Meeting.
- 4.5 Election and Term – The election of Directors will take place prior to each Annual Meeting of Members. The elections will take place in two parts:
- a) The President, Vice-President National, East Region Director, and West Region Director will be elected to the Board prior to alternate Annual Meetings to those listed in subsection b; and
  - b) The Vice-President International, Secretary/Treasurer, and Central Region Director will be elected prior to alternate Annual Meetings to those listed in subsection a.



- 4.6 Regional Director Election – Votes for each of the three (3) regional Director positions may only be cast by Delegates within the respective Member.
- 4.7 Non-Regional Director Election – Votes for the four (4) non-regional Director positions may be cast by every Delegate.
- 4.8 Super Delegate Voting – Super Delegates are not permitted to vote for the election of a Director.
- 4.9 Decision – Elections will be decided by the 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. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board by Ordinary Resolution.
- 4.10 Terms – Elected Directors will hold office for a term of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

*Suspension, Resignation and Removal of Directors*

- 4.11 Resignation – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If 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.
- 4.12 Vacate Office – The office of any Director will be vacated automatically if the Director:
- a) Is found by a court to be of unsound mind;
  - b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
  - c) Is charged and/or convicted of any criminal offence related to the position;
  - d) Changes his or her permanent residence to outside of Canada; or
  - e) Dies.
- 4.13 Non-Regional Director Removal – A non-regional Director may be removed by Ordinary Resolution of the Delegates at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.

- 4.14 Regional Director Removal – A regional Director may be removed by Ordinary Resolution of the Delegates that from the Member that elected the regional Director at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting.
- 4.15 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, by Special Resolution of the Board at a Meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such a meeting.

#### *Filling a Vacancy on the Board*

- 4.16 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next Annual Meeting of Members.

#### *Meetings*

- 4.17 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.
- 4.18 Notice – Notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.19 Number of Meetings – The Board will hold at least one (1) meeting per fiscal year.
- 4.20 Quorum – At any meeting of the Board, quorum will consist of the majority of Directors then in office.
- 4.21 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the President will declare that the resolution has not been decided and will set a date for further deliberation. After further deliberation, if the vote remains tied, the resolution is defeated.
- 4.22 Absentee Voting – There will be no absentee or proxy voting by Directors.
- 4.23 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.24 Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.

- 4.25 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:
- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;
  - b) Each Director has access to the specific means of communications to be used;
  - c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 4.26 Meetings by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

#### *Powers of the Board*

- 4.27 Powers – Except as otherwise provided in these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 4.28 Empowered – Notwithstanding Section 4.27, the Board will be empowered to:
- a) Make policies and procedures or manage the affairs of the Corporation in accordance with these By-laws.
  - b) Make policies and procedures relating to discipline of Members and Registrants, and will have the authority to discipline Members and Registrants in accordance with such policies and procedures.
  - c) 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.
  - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.
  - e) Determine registration procedures and membership fees, dues, assessments, charges, and other registration requirements.
  - f) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws.
  - g) Perform any other duties from time to time as may be in the best interests of the Corporation.

## **ARTICLE 5 – OFFICERS**

- 5.1 Composition – The Officers will be comprised of the non-regional Directors and a Past-President of the Corporation.
- 5.2 Duties – The duties of Officers are as follows:
- a) The President will have the following duties:

- i. Preside at any meetings of the Board and of the Members;
  - ii. Be responsible for the affairs of the Corporation;
  - iii. Co-ordinate the activity of the Members and implement the Corporation's programs;
  - iv. Be responsible for international operations, in conjunction with the Vice-President International, including but not limited to the activity of the international officials and correspondence with the Fédération Internationale des Luttes Associées (FILA);
  - v. Be responsible for the national operations, in conjunction with the Vice-President National, including but not limited to the activity of the Registrants and correspondence with Canada Wrestling Lutte;
  - vi. Consent to use the Corporate Seal, when necessary;
  - vii. Be responsible for the submission and allocation of grants and budgets, in conjunction with the Secretary/Treasurer;
  - viii. Evaluate the operations of the Corporation and the performance of Members and Registrants;
  - ix. Ensure other Officers perform their duties in accordance with these By-laws.
- b) The Vice-President International will have the following duties:
- i. Assume the duties of the President in his or her absence;
  - ii. Be responsible for international programs, developing programs for the recruitment and training of the international officials, and co-coordinating the activity of those officials;
  - iii. Regularly report upon and evaluate the performance of the international officials and the international programs;
  - iv. Assist the President, as required.
- c) The Vice-President National will have the following duties:
- i. Assume the duties of the President and/or Vice-President International in their absences;
  - ii. Be responsible for national operations, developing the necessary national programs for the recruitment and training of national officials, and coordinating the activity of those officials;
  - iii. Regularly report upon and evaluate the performance of the national officials and the national programs;
  - iv. Assist the President, as required.
- d) The Secretary/Treasurer will have the following duties:
- i. Be responsible for all moneys of the Corporation and any other financial matters;
  - ii. Develop a financial statement to be distributed before meetings of the Members;
  - iii. Provide, on request, a general analysis of the Corporation's financial standing;
  - iv. Prepare and present, at the end of the fiscal year and/or at a meeting of the Members, an operating budget for the Corporation;
  - v. Prepare and present, as required, the Corporation's operating budget for Sport Canada;

- vi. Maintain an inventory of the equipment/materials owned by the Corporation and used by Registrants;
  - vii. Keep custody of the Corporate Seal and certify all official documents of the Corporation;
  - viii. Collect fees from Registrants;
  - ix. Keep an updated database of all Registrants;
  - x. Keep the minutes of all meetings of the Members and of the Board.
- e) The Past-President, serving as an Officer in a non-voting capacity, will have the following duties:
- i. Administer the awards of the Corporation, which include the following:
    - a. Bursaries
    - b. Hall of Fame nominations
    - c. Other external awards available to Registrants
  - ii. Advise the President and the Board, as requested.
- 5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.
- 5.4 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.

## **ARTICLE 6 – REGISTRANTS**

- 6.1 Definition – A Registrant will include any individual (referee/judge or pairing master) who has successfully participated in a national upgrading clinic, who has been recommended/rated by a National Clinician, who is registered with a provincial or regional officials’ Association, and who has completed registration forms and paid the Registrant fee prescribed in these By-laws.
- 6.2 Term – An individual fulfilling the definition of Registrant will be considered a Registrant of the Corporation for a term of one (1) year upon the acceptance of the Registrant’s fees.

### *Registrant Fees*

- 6.3 Fees – Registrant fees will be determined annually by the Board.
- 6.4 Deadline – Registrants will be notified in writing of the fees payable, and if they are not paid within sixty (60) days of a date specified by the Board, the Registrant in default will automatically cease to be a Registrant with the Corporation.

### *Discipline*

- 6.5 Discipline – A Registrant may be suspended or expelled from the Corporation in accordance with the Corporation’s By-laws, policies, and procedures relating to discipline of Registrants.
- 6.6 May Not Resign – A Registrant may not resign from the Corporation if the Registrant is subject to disciplinary investigation or action.

### *Registrant Status*

- 6.7 Expulsion and Resignation – A Registrant ceases to be a Registrant if:
- a) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 6.1;
  - b) The Registrant resigns from the Corporation by giving written notice to the Secretary/Treasurer, in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable until the actual withdrawal becomes effective;
  - c) The Registrant fails to pay fees owed to the Corporation by the deadline dates prescribed in Section 6.4;
  - d) The Registrant fails to comply with Corporation registration policies or applicable policies, whereupon an Ordinary Resolution of the Board confirming such termination will be passed;
  - e) The Registrant’s term of registration expires; or
  - f) The Corporation is liquidated.

### *Good Standing*

- 6.8 Definition – A Registrant with the Corporation will be in good standing provided that the Registrant:
- a) Has not ceased to be a Registrant;
  - b) Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the Corporation;
  - d) Has complied with the By-laws, policies, procedures, rules and regulations 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) Has paid all required fees to the Corporation.
- 6.9 Cease to be in Good Standing – Registrants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Registrant has met the definition of good standing.

## ARTICLE 7 – COMMITTEES

- 7.1 Appointment of Committees – The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.
- 7.2 Quorum – A quorum for any Committee will be a majority of its voting members.
- 7.3 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.
- 7.4 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.
- 7.5 President Ex-officio – The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation.
- 7.6 Removal – The Board may remove any member of any Committee.
- 7.7 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

## ARTICLE 8 – CONFLICT OF INTEREST

- 8.1 Conflict of Interest – In accordance with the Act, a Director, Officer, or member of a 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, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, and will refrain from influencing the decision on such contract or transaction.

## ARTICLE 9 – FINANCE AND MANAGEMENT

- 9.1 Fiscal Year – The fiscal year of the Corporation will be January 1<sup>st</sup> to December 31<sup>st</sup>, or such other period as the Board may from time to time determine.
- 9.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 9.3 Auditor – At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The

auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.

- 9.4 Annual Financial Statements - The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- 9.5 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. Minutes of meetings of the Board and records of the Corporation may be available to the general membership of the Corporation but will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation.
- 9.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.
- 9.7 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.
- 9.8 Borrowing - The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary,:
- a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
  - b) To limit or increase the amount to be borrowed;
  - c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
  - d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
- 9.9 Remuneration – All Directors, Officers, and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such;



provided that Directors, Officers, or Members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or Member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor.

## **ARTICLE 10 – AMENDMENT OF BY-LAWS**

- 10.1 Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.
- 10.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least thirty (30) days prior to the date of the meeting of the Members at which it is to be considered.

## **ARTICLE 11 – FUNDAMENTAL CHANGES**

- 11.1 Fundamental Changes – In accordance with to the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:
- a) Change the Corporation's name;
  - b) Change the province in which the Corporation's Registered Office is situated;
  - c) Add, change, or remove any restriction on the activities that the Corporation may carry on;
  - d) Create a new class or group of Members;
  - e) Change a condition required for being a Member;
  - f) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
  - g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
  - h) Add, change or remove a provision respecting the transfer of a membership;
  - i) Subject to the Act, increase or decrease the number of — or the minimum or maximum number of — Directors;
  - j) Change the statement of the purpose of the Corporation;
  - k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
  - l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
  - m) Change the method of voting by Members not in attendance at a meeting of Members; or
  - n) Add, change or remove any other provision that is permitted by the Act to be set out in the Corporation's Articles.

- 11.2 Special Class Vote – The Act provides that each membership class is entitled to vote separately if the fundamental change noted above relates to membership rights, such as:
- a) Effect an exchange, reclassification, or cancellation of all or part of the memberships of the class or group;
  - b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including
    - i. To reduce or remove a liquidation preference, or
    - ii. To add, remove or change prejudicially voting or transfer rights of the class or group;
  - c) Increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
  - d) Increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
  - e) Create a new class or group of Members having rights equal or superior to those of the class or group; or;
  - f) Affect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

## **ARTICLE 12 – NOTICE**

- 12.1 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 Corporation, Director, Member, or individual as the case may be.
- 12.2 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 e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 12.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of 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 13 – DISSOLUTION**

- 13.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

## **ARTICLE 14 – INDEMNIFICATION**

- 14.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, 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 of a Director or Officer.

14.2 Will Not Indemnify – the Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

14.3 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 BY-LAWS**

15.1 Adoption by Board – These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on August 24, 2013.

15.2 Ratification – These By-laws are ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on September 30, 2013.

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