



BYLAWS

ARTICLE I: GENERAL

1.1 **Purpose** – This by-law relates to the general conduct of the affairs of TABLE TENNIS CANADA TENNIS DE TABLE, a Corporation under the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23.

1.2 **Definitions** - The following terms have these meanings in this by-law:

- a) Act – the Canada Not-for-Profit Association s Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) Articles – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c) Association – Table Tennis Canada;
- d) Corporation – Table Tennis Canada;
- e) Auditor – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual General Meeting to audit the books, accounts, and records of Association for a report to the Members at the next Annual General Meeting;
- f) Board – the Board of Directors of the Corporation;
- g) President/Chair – an individual responsible for the administration of the Association and any such other responsibilities as decided by the Board;
- h) Director – an individual elected to serve on the Board pursuant to this by-law;
- i) Members Council – body that is made up of 1 representative per member association with rights and responsibilities as described in this document;
- j) Chair of the Members Council – an individual responsible for preparing and chairing Members Council meetings and reporting to the Board of Directors;
- k) General Assembly – consists of Board of Directors and Members Council with responsibilities as described in this document;
- l) Days – will mean days irrespective of weekends and holidays;
- m) Ordinary Resolution – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that Resolution;
- n) Proposal – a proposal submitted by a Director to the Board of Directors, or a Member to the Members Council, or a Member or a Director to the General Assembly of the Association that meets the requirements of Section 163 of the Act;
- o) Regulations – the regulations made under the Act, as amended, restated or in effect from time to time; and
- p) Special Resolution – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that Resolution.

1.3 **Head Office** – The head office of the Corporation will be located in Regional Municipality of Ottawa-Carlton, in the province of Ontario at such address as the Board may, by resolution, determine.

1.4 **No Gain for Members** – The business of 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 objects.

1.5 **Ruling on By-laws** – Except as provided in the Act, the Board will have the authority to interpret any provision of this by-law that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Association.

1.6 **Conduct of Meetings** – Unless otherwise specified in the Act or this by-law, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.7 **Interpretation** – Word 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.

ARTICLE II: MEMBERSHIP

Membership Classes

2.1 **Categories** – Subject to the Articles, the Association shall have one (1) class of membership:

- a) Provincial/Territorial Table Tennis Associations

Conditions for Membership

2.2 Membership shall be available to Provincial/Territorial Table Tennis Associations, who remain in good standing and meet the following qualifications:

- a) Recognized by the applicable Provincial/Territorial government;
- b) Who has applied for membership in the Association;
- c) Is accepted as a member with the Association; and
- d) Has agreed to abide by the Association's bylaws, policies, procedures, rules and regulations.

Transfer of Membership

2.3 **Transfer** – Any interest arising out of membership in the Association is not transferable.

Admission of Members

2.4 **Admission of Members** - No Member will be admitted as a member within the Association unless:

- a) The candidate Provincial/Territorial Association has made an application for membership in a manner prescribed by the Association which, at a minimum, includes;
 - i. Name and head office address of the Provincial/Territorial Association
 - ii. A copy of the Provincial/Territorial Association's Constitution and Bylaws
 - iii. The number, name and addresses of clubs registered with the Provincial/Territorial Association
 - iv. The name and address of the Secretary of the Provincial/Territorial Association

- v. The application is received by the Association by the date prescribed by the Association.
- b) 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; and
- c) The candidate member has paid dues as prescribed by the Board.
- d) The candidate member has met the applicable requirements defined in section 2.2;
- e) 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.

2.5 **Renewing Members** – No Member will be renewed as a Member of the Association unless:

- a) The candidate member has made an application for membership renewal in a manner prescribed by the Association;
- b) If, at the time of applying for membership renewal, the Member is a Member in good standing; and
- c) The candidate member has paid dues as prescribed by the Board; and
- d) 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.

2.6 **Change of Terms/Conditions of Membership** – Pursuant to subsection 197(1) of the Act a special resolution of the members is required to make any amendments if those amendments affect membership rights and/or conditions described (in paragraphs 197(1)(e), (h), (l) or (m)) as follows:

- a) Change a condition required for being a member;
- b) Add, change or remove a provision respecting the transfer of a membership;
- c) Change in the manner of giving notice to members entitled to vote at a meeting of the Members Council or the General Assembly; or
- d) Change the method of voting by members not in attendance at a meeting of members.

Duration

2.7 **Duration** – Membership is accorded on an annual basis (at the annual meeting of the General Assembly), subject to renewal in accordance with these Bylaws.

Membership Dues

2.8 **Dues** – Membership dues for all categories of Membership will be determined annually by the General Assembly.

2.9 **Deadline** – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within one (1) month of the membership renewal date, the members in default will automatically cease to be members of the Association.

Withdrawal and Termination of Membership

2.10 **Withdrawal and Termination** - Membership in the Association is terminated when:

- a) The member association is dissolved;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these Bylaws;
- c) The Member resigns from the Association by giving written notice to the Board, in which case the resignation becomes effective the date on the date specified in the

resignation. The member will be responsible for all fees payable until the actual withdrawal becomes effective.

- d) The Member fails to pay membership dues or monies owed to the Association by the deadline dates prescribed;
- e) The Member's term of membership expires; or
- f) The Association is liquidated or dissolved under the Act.

2.11 **May Not Resign** – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action.

2.12 **Discipline** – A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

2.13 **Rights of Members** – Subject to the Articles, upon termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

Good Standing

2.14 **Definition** – A Member of the Association 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 Association;
- d) Has complied with the Bylaws, policies, procedures, rules and regulations of the Association;
- e) Is not subject to a disciplinary investigation or action by the Association, 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 membership dues or debts to the Association, if any.

2.15 **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 the Members Council or the General Assembly 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 III ANNUAL GENERAL MEETING

3.1 **Types of Meetings** – The Annual General Assembly is Table Tennis Canada's Annual General Meeting.

The General Assembly includes the Board of Directors and the Members Council.

3.2 **Special General Meeting** - A Special General Meeting of the General Assembly may be called at any time by the Chair of the Board of Directors / President or upon the written requisition of members who hold fifty percent (50%) of the votes of the General Assembly. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Annual General Meeting - The Association will hold its Annual General Meeting within fifteen (15) months of the last Annual General Meeting but – as of 2013 - not later than six (6) months after the end of the Association’s preceding financial year.

3.4 Meetings by Electronic Means – A meeting of voting Members may be held by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any director or member entitled to attend a meeting of the Board of Directors, the Members Council and/or the General Assembly may participate in the meeting for which she is eligible by means of telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association 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 Directors and Members to make informed decisions, and shall be given to each member entitled to vote at the meeting, and the Board, by one or more of the following means:

- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
- b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
- c) By posting on the Association’s website not less than thirty (30) days prior to the date of the meeting.

3.7 Change in Notice Requirements Pursuant to section 171(1) of the Act (Fundamental Change), a special resolution of the General Assembly is required to make any amendment to the Association by-laws to change the manner of giving notice to members entitled to vote at a meeting of members.

3.8 Persons Entitled to Attend – All classes of Members, the directors, the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the voting members.

3.9 Agenda – The agenda for the Annual General Meeting – the General Assembly - will 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 General Assembly
- 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 new Directors and Committee Members at large
- l) Adjournment

3.10 New Business - Any Member/Director who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least fourteen (14) days prior to the meeting date or upon the sole discretion of the Chair or designate.

3.11 Quorum - A majority of voting Members present in person or by proxy at any meeting of General Assembly will constitute a quorum at such meeting.

3.12 Closed Meetings - Meetings of the Board of Directors, the members Council and the General Assembly will be closed to the public except by invitation of the Board.

Voting at the General Assembly

3.13 Voting Privileges - Each Provincial/Territorial Member shall appoint a Delegate who is eighteen years of age and older, who may attend and participate in meetings and who is entitled to one (1) vote on behalf of their respective Provincial/Territorial Association. Each Director is entitled to one (1) vote.

3.14 Delegate - Thirty (30) days prior to the date fixed for the next Meeting of the General Assembly, each Provincial/Territorial Member shall submit in writing to the National Office, the name of its Delegate to represent and vote on behalf of the voting Member. Delegates must be eighteen years of age and older. A voting Member may name an Alternate Delegate, at least ten (10) days prior to the date fixed for the next General Meeting, for a Delegate who is unable to attend.

3.15 Proxy Voting - Delegates may vote by proxy if:

- a) The proxy is designated to a Delegate.
- b) The voting Member/Director notified the Association in writing prior to the General Assembly meeting of an appointment of a proxy holder who is also Delegate or a Director.
- c) The proxy is received by the Association prior to the start of the member's meetings;
- d) The proxy clearly states the date of the specific meeting; and
- e) The proxy clearly states to whom the proxy is given.

3.16 Scrutineers - At the beginning of each meeting, the Board may appoint two or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.17 Determination of Votes - Votes will be determined by a show of hands, orally, ballot or electronic ballot unless a secret or recorded ballot is requested by a majority of voting Members/Directors.

3.18 Majority of Votes - Except as otherwise provided in the Act or this by-law, the majority of votes cast in person or by proxy shall carry a motion. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

- 4.1 **Directors** – The Board will consist of eight (8) or nine (9) individuals.
- 4.2 **Composition of the Board** - The Board of Directors will consist of the following:
- a) Chair of the Board / President
 - b) Director of Competition
 - c) Director of Marketing
 - d) Director of Finance and Administration
 - e) Director of Education
 - f) Director of Technical Matters
 - g) Director at Large (from time to time as proposed by the Board of Directors and elected by the General Assembly)
 - h) Athlete Representative (elected by the members of the National Team Squad who are at least eighteen -18 years of age or older)
 - i) Past Chair / President

Responsibilities of the Directors

The Board of Directors is responsible for the overall management of the Association. The tasks of the individual directors are outlined below. The Chair of the Board will assign any new tasks as necessary. (A detailed document describing the roles, responsibilities and competencies of the Directors is available as an appendix to these bylaws.)

4.3 **Chair of the Board / Association President**

The Chair / President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Meeting of the General Assembly of the Association and at meetings of the Board, will be the official spokesperson of the Association, and will perform such other duties as may from time to time be established by the Board.

4.4 **Director of Finance and Administration**

The Director of Finance directs, oversees and reports on the financial matters of the Association and is the Board's liaison of the Association's Audit Committee.

4.5 **Director of Competition**

The Director of Competitions directs, oversees and reports on the development of a world-class competition system in Canada focusing on leading edge execution of the major national and international competition hosted in Canada.

In his role, the Director of Competition works closely with the Director of Marketing to present major competitions of international standard to Canadian players and the public at large.

The Director of Competitions works with the Association's staff to monitor the Canadian Ranking System, the Tournament Star System and the required capacity on the local/provincial level for hosting competitions.

4.6 **Director of Marketing**

The Director of Marketing directs, oversees and reports on the all levels of marketing efforts of the Association: sponsorship, marketing Table Tennis to Canadians, media (website, print media, TV, etc.)

4.7 **Director of Education**

The Director of Education directs, oversees and reports on all matters of Education: Officials Training (umpires and referees education materials), Competition Management (education materials, software), Coach Education (NCCP development/education materials).

4.8 **Director of Technical Matters**

The Director of Technical Matters directs, oversees and reports on the Officials Program (capacity, quality), NCCP implementation (capacity, quality), LTAD / TT4Life resources and programming.

4.9 **Director At Large**

The Board of Directors may from time to time nominate a Director for a specific purpose to be elected by the Members Council. A Director At Large may be a specialist in financial matters/fundraising, marketing, or provide any special expertise as determined by the Board.

4.10 **Athletes Representative**

The Athletes Representative brings an athlete's perspective to the meetings of the Board (and the General Assembly) and participates in Board meetings as a full director with voting privileges.

4.11 **Past Chair / President**

The Past Chair / President participates in the meetings of the Board and the General Assembly and may accept special assignments from the Board. The Past Chair / President may speak but does not vote on neither the Board nor the General Assembly

Election of Directors

4.12 **Eligibility** - Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, who meets one or more of the skills and characteristics defined in Section 4.4, and has served for at least 2 years on the Members Council (prior to 2012 the BOD) or as a Committee Chair for 2 years is eligible to stand for election to the Board of Directors.

4.13 **Skills and Characteristics** – Potential Directors will demonstrate some of the following skills and/or characteristics:

Characteristics

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b) Knowledge about roles and responsibilities of a Director, Board and Staff
- c) Experience in formulating policy
- d) Experience in thinking strategically
- e) Knowledge about the sport of table tennis
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- h) Ethical and values based behavior
- i) Other attributes valued by the Board of Directors

Skills

- a) Accounting designation (CA, CMA, CGA)

- b) Legal designation (LL.B)
- c) Professional qualifications (MD, PhD, MBA, Sport Science)
- d) Personnel Management (Human Resource Professional designation)
- e) Media/Marketing/Public Relations contacts/experience
- f) Fundraising and funding source contacts
- g) Administration/Management experience
- h) Government relations/contacts
- i) Organizational development/Strategic Planning experience
- j) Other skills valued by the Board of Directors

4.14 **Nominating Committee** – The Board will appoint a Nominating Committee who will be responsible for receiving and soliciting nominations with the skills and characteristics defined in section 4.12 for the election of the Directors and may nominate additional candidates for the election of Directors at Large.

4.15 **Nomination** - Any nomination of an individual for election as a Director will:

- a) Include a letter of support from a voting Member/Director by signed or electronic letter;
- b) Include the written consent of the nominee by signed or electronic signature; and
- c) Be submitted to the Head Office of the Association up to twenty (20) days prior to the Annual General Meeting.

4.16 **Incumbents** – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must provide written notice to the Head Office of the Association twenty (20) days prior to the Annual General Meeting.

4.17 **Circulation of Nominations and Platforms** - Valid nominations will be circulated to all voting members prior to elections.

4.18 **Nominations from the Floor** – Nominations from the floor for the election of Directors are permissible for positions which do not have any individual nominated in accordance with Sections 4.6 and 4.7 no later than 24 hours prior to the election.

4.19 **Election** - The election of directors will take place at each annual meeting of the General Assembly. The elections shall take place in two parts:

- a) The Chair/President, Director of Competitions, Director of Marketing will be elected in even years;
- b) The Director of Education, Director of Finance, and the Director of Technical Matters will be elected in odd years;
- c) The Director-at-large may be elected for a two-year period at the discretion of the Board of Directors.

4.20 **Decision** – Elections will be decided by majority vote of the Members Council in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation;
- b) Two Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those voting Members in attendance at the meeting are entitled to vote and only those nominees who were tied for the final position will appear on the ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.
- c) Three or More Valid Nominations – Winner is the nominee receiving the greatest number of votes and at least 51% of the votes. Should the first round of voting not

produce a winner, the candidates with the two highest numbers of votes will become the nominees for the second round of voting.

4.21 **Terms** - Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

Past Chair

4.22 **Past Chair** - The Past Chair is defined as the immediate last person to occupy the position of Chair who completed his full term and was not re-elected as a Director, removed or resigned.

- a) **Term of Immediate Past Chair** - The Immediate Past Chair will serve a maximum term of two years, unless he resigns, is removed from or vacates his office.
- b) **Vacancy of Immediate Past Chair** - If there is no Immediate Past Chair, as defined in section 4.12, the position of Immediate Past Chair will remain vacant.
- c) **Voting Rights of Past Chair** - The Past Chair has no voting rights on the BOD nor on the level of the General Assembly.

Suspension, Resignation and Removal of Directors

4.23 **Resignation** - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board of Directors. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.24 **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 permanent residence outside of Canada; or
- e) Upon the Director's death.

4.25 **Removal** - An elected Director may be removed by majority vote of the voting Members at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting.

4.26 **Suspension** - A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Association's policies related to discipline, by two-thirds (2/3) vote of the Board at a Board of Directors Meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

4.27 **Vacancy** - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy until the next annual meeting of members. No more than one-third (1/3) of the total number of directors elected at the previous annual meeting can be appointed. In the case of the Athlete Representative, such vacancy will be filled by an eligible nominee from the National Team Squad.

Remuneration

4.28 **Remuneration** - Directors will serve as such without remuneration and no Director will directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of their duties.

Meetings of Directors

4.29 **Call of Meeting** – Meetings of the Board of Directors will be held any time and place as determined by the Board of Directors.

4.30 **Notice** – Electronic Notice, together with the Agenda, of Board Meetings will be given to all Directors at least forty-eight (48) hours 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 meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.31 **Number of Meetings** – The Board of Directors will hold at least two (2) meetings per year.

4.32 **Quorum** - A quorum for the Board of Directors shall be the majority of its voting members.

4.33 **Voting** – Each Director 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. The Chair of the Association is entitled to a second vote upon a tie.

4.34 **Absentee Voting** – There will no absentee or proxy voting by Directors.

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

4.36 **Meetings by Telecommunications** - A meeting of the Board may be held by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings of teleconference have been approved by resolution passed by the Directors at a meeting of the Directors.

4.37 **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

4.38 **Powers** – Except as otherwise provided in the Act or this by-law, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.39 **Managing the Affairs of the Association** – The Board's responsibilities include but are not limited to making policies and procedures and managing the affairs of the Association in accordance with the Act and this by-law.

4.40 **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.

4.41 **Dispute Resolution** - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

4.42 **Employment of Persons** - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association. The Board may also terminate any such employment or engagement as it sees fit.

4.43 **Implement Strategic Plan**_– The Board is responsible for the creation and implementation of the Association’s Strategic Plan.

4.44 **Budget**_– The Board establishes the Association’s annual budget.

4.45 **High Performance Program / National Team** – The Board is responsible for establishing and implementing the Association’s High Performance Program.

4.46 **Borrowing Powers** – The Board may borrow money upon the credit of the Association as it deems necessary:

- a) From any bank, Association, 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 of directors 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 Association 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 of directors;
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

ARTICLE V: MEMBERS COUNCIL

5.1 The Members Council will consist of one delegate of each member association. A member association nominates a delegate for a two (2) year term.

5.2 Delegates are confirmed by the member association no later than 30 days prior to the Annual General Meeting.

5.3 **Chair of the Members Council**

The Members Council elects a Chair of the Members Council among the provincial Member delegates for a two (2) year term at the Meeting of the Members Council in odd years.

The Chair of the Members Council will communicate with the Members and prepare the meeting of the Members Council.

Should the Chair of the Members Council in office for whatever reason not be the delegate of his association to the Members Council, the Members Council will elect a new Chair for the remainder of the term at its next meeting. The Members Council will appoint an interim Chair to prepare the Meeting of the Members Council.

5.4 **Meeting of the Members Council**

The Members Council shall meet at least once a year at the Annual General Meeting. If possible, one additional meeting shall be held by electronic means – the meetings are to be called by the Chair of the Members Council.

5.4.1 Responsibilities of the Members Council: Meeting Agenda

- a) Provincial Reports to the Members
- b) Calendar (competitions, education and training)
- c) Canadian Championships (evaluation, finances, hosting, events)
- d) Strategic Plans (provincial associations)
- e) Provincial issues, concerns at the Members Council
- f) Appoint members to the Nominating Committee
- g) Appoint members to the Audit Committee
- h) Items for discussion/action to the Board
- i) Election of the Members Council Chair (in odd years)
- j) Election of the Board of Directors
- k) Approval of Financial Statements
- l) Appoint Auditors

5.4.2 **Quorum** - A quorum for the Members Council shall be the majority of its voting members.

ARTICLE VI: GENERAL ASSEMBLY

6.1 **Composition:** The General Assembly will be comprised of the Board of Directors and the Members Council.

6.2 The **Board Chair / Association President** will preside over the General Assembly.

6.3 The **General Assembly** will meet once a year at the Annual General Meeting or at a Special General Meeting called for a special occasion. A notice of meeting will be sent at the same time as outlined in 3.6

Powers of The General Assembly

- 6.4 The General Assembly shall:
- a) award Canadian Championships
 - b) approve the annual budget and set the membership fees
 - c) amend, change, clarify bylaws
 - d) establish and present awards

ARTICLE VII: COMMITTEES

7.1 **Appointment of Committees** - The Board may appoint such committees as it deems necessary for managing the affairs of the Association 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 Bylaws.

7.2 **Quorum** - A quorum for any committee will be the 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 Association.

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 Association.

ARTICLE VIII: CONDUCT

Remuneration

8.1 **No Remuneration** - All Directors and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

ARTICLE IX FINANCE AND MANAGEMENT

9.1 **Fiscal Year** - The fiscal year of the Association will be from April 1st to March 31st, or such other period as the Board may from time to time determine.

9.2 **Bank** - The banking business of the Association will be conducted at such financial institution as the Board may designate.

9.3 **Auditors** - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Association 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 Association.

9.4 **Books and Records** - The necessary books and records of the Association required by this by-law or by applicable law will be necessarily and properly kept. The Board of Directors minutes and records of the Association will not be available to the general membership of the Association but will be available to the Board of Directors, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Association in accordance with the Act.

9.5 **Signing Authority** - Deeds, transfer, assignments, contract, obligations and other instruments in writing requiring execution by the Association may be signed by two (2) Directors, or any other person(s) of the Association authorized by the Board of Directors. The Board shall have the power to appoint individuals to negotiate or prepare documents that may

require signing by the Association and then designate them as signatories for the Association. These documents shall be considered binding upon the Association. Copies of all contractual documents and a description of their intent shall be provided to the Association Board of Directors as the next meeting from the date of signing.

9.6 **Property** - the Association 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 X AMENDMENT OF BY-LAWS

10.1 **Directors Voting** – Except for the items set out in s. 197 of the Act (Fundamental Changes), this by-law may be amended, revised, repealed or added by Directors at a meeting of the Board of Directors and will have full force and effect until such time as they are sanctioned by a majority affirmative vote of the voting members present at the next General Assembly, or defeated.

10.2 **General Assembly Voting** – Except for the items set out in s. 197 of the Act (Fundamental Changes), this by-law may be amended, revised, repealed or added by a majority affirmative vote of the voting members present at the next General Assembly. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

10.3 **Notice in Writing** – Notice of the proposed amendments to this by-law, general rules, regulations and the constitution shall be provided to the relevant voting members at least thirty (30) days prior to the date of the General Assembly at which it is to be considered.

10.4 **Waiver of Notice** – Notwithstanding any other provisions of this by-law, the notice provisions of Article 10.3 may be waived by an affirmative vote of not less than three-fourths (3/4) of the members present and entitled to vote.

ARTICLE XI FUNDAMENTAL CHANGES

11.1 **Fundamental Changes** – Section 197 of the Act requires a special resolution (2/3 vote) of all members of the General Assembly, (whether voting or non-voting) to make the following fundamental changes to the by-laws or articles of the Association.

Fundamental Changes are defined as follows:

- a) Change the Association's name;
- b) Change the province in which the Association's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Association 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 section 133, increase or decrease the number of — or the minimum or maximum number of directors;

- j) Change the statement of the purpose of the Association;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
- 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 this Act to be set out in the articles.

11.2 **Special Class Vote** – Section 199 of the Act provides that each membership class (whether voting or non-voting) is entitled to vote separately (2/3 of each class) 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) Effect 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 XII NOTICE

12.1 **Written Notice** - In this by-law, 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 Association, Director or Member, 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 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 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 XIII DISSOLUTION

13.1 **Dissolution** – The Association cannot voluntarily be dissolved or wound up except by two-thirds (2/3) vote of the members present at a General Assembly Meeting especially called for this purpose by a written notice of thirty (30) days. Directors shall supervise the dissolution and the relinquishing of the Letters Patent as stipulated by law. Upon the dissolution of the

Association, 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 XIV INDEMNIFICATION

14.1 **Will Indemnify** – The Association will indemnify and hold harmless out of the funds of the Association 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 Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

14.3 **Insurance** – the Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XV: ADOPTION OF THIS BY-LAW

15.1 **Adoption by Board** – This by-law is adopted by the Association Board of Directors at a meeting of the Board duly called and held on March 11, 2012.

15.2 **Ratification** – This by-law is ratified by a two-thirds (2/3) affirmative vote of the Association Members entitled to vote at a Meeting of Members duly called and held on March 11, 2012

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

