

A by-law relating generally to the conduct of the affairs of

Bobsleigh Canada Skeleton

(the "Corporation")

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

1. Definition

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

- a) **"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) **"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) **"board"** means the board of directors of the Corporation and **"director"** means a member of the board;
- d) **"Bobsleigh CANADA Skeleton program"** means any activity which is organized, conducted, operated, financed or sanctioned by the Corporation and for which the Corporation assumes any liability whatsoever;
- e) **"by-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- f) **"Corporation"** means Bobsleigh CANADA Skeleton;
- g) **"meeting of members"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- h) **"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- i) **"proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- j) **"Provincial / territorial association"** is one that is incorporated pursuant to the applicable provincial / territorial legislation and that is recognized by the Corporation as the representative for the sports of skeleton or bobsleigh of that province or territory;
- k) **"Quadrennial"** means the four year period immediately following the close of the Olympic Winter Games;
- l) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and
- m) **"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In

addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. **Financial Year** The financial year end of the Corporation shall be March 31 in each year.
6. **Banking Arrangements** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.
7. **Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

 - a) borrow money on the credit of the corporation;
 - b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
 - c) give a guarantee on behalf; and
 - d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.
8. **Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.
9. **Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution or as contemplated in this by-law. The following conditions shall apply:

 - a) **Class A Members:** Class A membership shall be available to the following persons:
 - i. individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation and have paid the applicable membership dues;
 - ii. individuals that are members in good standing of a Provincial/territorial association upon completion of a signed request to become a member setting out the name of the individual and the payment of any applicable membership dues to the Provincial/territorial association, and such persons shall be admitted as Class A members without further formality; and
 - iii. individuals designated as "lifetime members" by the members of the Corporation due to the contribution to the sports of skeleton and/or bobsleigh and who have accepted such designation and such persons shall be admitted as Class A members without further formality.
 - b) **Class B Members:** Class B membership shall be available to the individuals that are National and National Development bobsleigh or skeleton team members in good standing, or persons selected to become such team members who have:
 - i. signed the Corporation's National or National Development team athlete agreement;

- ii. paid the applicable membership dues and any fees associated with his or status as a National or National Development team member;
- iii. fulfilled any other requirements as may be prescribed by the board by resolution; and
- iv. such persons shall be admitted as Class B members without further formality.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Dues

The membership dues of the Corporation, and the time for the payment of such fees, shall be set by the board. The board may establish different fees for different classes of members, and may set a scale of fees for individual categories of members within classes of members based on age, the use of the Corporation's resources, the role of such members or on such other criteria as the board determines relevant. Class A members that are designated as "lifetime members" shall not be obligated to pay membership dues. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the date set for payment, then the members in default shall automatically cease to be members of the Corporation.

11. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

12. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery. Pursuant to subsection 197(1) (Fundamental Change) of the Act, 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.

13. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

14. Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in

- Quebec, signed by the member or by their agent or mandatary;
- i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d) if a form of proxy is created by a person other than the member, the form of proxy shall:
- i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

15. Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in the section on

- membership conditions of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
 - d) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
 - e) the member's term of membership expires; or
 - f) the Corporation is liquidated or dissolved under the Act.

16. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

17. Discipline of Members

- a) The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - i. violating any provision of the articles, by-laws, or written policies of the Corporation;
 - ii. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
 - iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, unless a policy or rule is already in place that provides otherwise, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

- b) The board may make policies and rules relating to the operations of the Corporation, including the conduct of sporting activities in which members participate and the standards and rules governing such participation. Such policies and rules may establish disciplinary measures and procedures in addition to, or in substitution for, the measures and procedures set out in section 17a) above. If there is a conflict between the provisions of any such policy or rule and the provisions of section 17a), then the provisions of such policy or rule shall apply.
- c) Notwithstanding sections 17a) and 17b) above, the Corporation has adopted the Canadian Anti-Doping Program and, therefore, in the case of any violation of applicable doping standards, the Canadian Anti-Doping Program administered by the Canadian Centre for Ethics in Sport shall be used to resolve issues or to establish sanctions associated with doping infractions.

18. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote for the director at the meeting at which the proposal is to be presented.

19. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

20. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

21. Chair of Members' Meetings

In the event that the President and Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

22. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall consist of twenty (20) members present or represented by proxy. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

23. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

24. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

25. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

26. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, then, subject to these by-laws, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

Until such time as the composition of the board is changed in accordance with the articles and these by-laws, the board shall consist of seven (7) persons elected as follows (if the positions are then open for election):

All of the members shall elect, in the following order:

1. one (1) director designated as President,
2. one (1) director designated as Vice-President;
3. one (1) director designated as Treasurer; and
4. two (2) Directors-at-Large who shall not be officers of the Corporation.

Any person who is nominated as director for a designated office and who is defeated in that election may at his or her option be deemed to have been nominated as director for any other designated office at the same Annual General Meeting.

Class B members shall elect two (2) persons who shall be designated as "Athlete's Representatives"; provided that one of the Athlete's Representatives will be elected by Class B members that are bobsleigh athletes, and one will be elected by Class B members that are skeleton athletes.

Candidates to be elected to the board must be members in good standing and, subject to section 18, must be nominated by at least two members in writing. The nomination shall contain the nominee's consent to stand for election and a brief personal profile of the nominee. The slate of nominees proposed for election shall be circulated along with each profile with the notice of meeting. Candidates may also be nominated from those voting members present at the Annual General Meeting. No person that is the President of a Provincial/territorial association may be nominated as the director to be designated as the President.

Any director whose term has not yet expired, may be nominated to seek election to any other designated officer position on the board. In such case the person shall be required to vacate the designated position that he or she holds in order to accept the nomination and an election shall be held to fill the unexpired portion of his or her term.

27. Term of Office of Directors

Election and Term of Directors

- a) The designated President, and one of the Directors at Large shall be elected at each Quadrennial Annual General Meeting of members, to hold office until the next Quadrennial Annual General Meeting of members:
- b) The designated Vice-President, Treasurer and one of the Directors at Large shall be elected at the Annual General Meeting of members that is two years after the Quadrennial Annual General Meeting, to hold office until the Annual General Meeting of members that is two years after the next Quadrennial Annual General Meeting of members.
- c) The Athlete's Representatives shall hold office until the next Annual General Meeting of members.
- d) If a vacancy occurs on the board, then the board may elect an individual to replace the vacancy so created (including by electing one of their number to fill a designated office that is vacant, subject to section 26 of this by-law). The person elected to fill such a vacancy will hold the office until the next Annual General Meeting of members, at which time an election will be held to fill the vacant office for the unexpired portion of the term.
- e) Any director may be nominated to stand for re-election and hold office for an unlimited number of terms.

28. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

29. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every

director of the Corporation not less than 2 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

30. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

31. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

32. Committees of the Board of Directors

- a) **Athletes' Council.** The board may designate a committee to be known as the Athlete's Council. The Athlete's Council may be comprised of both active and retired athletes from the bobsleigh and skeleton disciplines who shall represent the views of athletes from the National and National Development Teams. From their membership, the Athletes' Council shall recommend two representatives for nomination as the Athlete's Representatives on the board.
- b) **Presidents' Council.** The board may designate a committee to be known as the Presidents' Council. The Presidents' Council shall be comprised of the President, and the presidents of the respective Provincial/territorial associations, and may also include business and sport leaders. The Presidents' Council shall meet at least once a year. The Presidents' Council shall provide a forum for the exchange of ideas and information.
- c) The board may from time to time appoint any other committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit.
- d) Any committee or advisory board may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

33. Description of Offices

The officers of the Corporation shall be the President, Vice President, Treasurer, Secretary and the Chief Executive Officer.

a) President

The powers and the duties of the President shall be to:

- i. Represent the Corporation in all matters pertaining to the sports of skeleton and bobsleigh with full power before any authority (including, without limiting the generality of the foregoing, at Bobsleigh Luge Skeleton Canada, Canadian Olympic Committee and the FIBT);
- ii. Be the chief spokesperson for the Corporation or designate that responsibility as required;
- iii. Preside at all meetings of the members and all meetings of the board;
- iv. Ensure all orders and resolutions of the board are carried out, and report on all business transacted by the board to the members at the Annual General Meeting of

- the members;
 - v. Sign all necessary official and private documents;
 - vi. Perform such other duties as may be assigned to him by the members, or the board or as may be incidental to the President's office or provided for in the by-laws.
- b) **Vice President**
The powers and duties of the Vice President shall be to:
- i. Perform duties of assistant to the President and perform all the duties of the President, if the necessity arises; and
 - ii. Perform such other duties as may be assigned to the Vice- President by the board or as may be incidental to the Vice-President's office or provided for in the by-laws.
- c) **Treasurer**
The powers and duties of the Treasurer shall be to:
- i. Render (or exercise supervisory powers to render) to the President and board at its regular meetings, or whenever the President or board may require it, an account of the finances of the Corporation;
 - ii. Exhibit to the President and board, upon request, books and accounts kept under the Treasurer's supervision;
 - iii. Upon retirement or removal from the office, immediately return to the Corporation all books, papers, vouchers, money and other records or property of the Corporation in his possession or under his control; and
 - iv. Perform such other duties as may be assigned to the Treasurer by the board or as may be incidental to the Treasurer's office or provided for in the by-laws.
- d) **Secretary**
The powers and duties of the Secretary shall be to:
- i. Prepare and maintain the official documents of the association;
 - ii. Circulate the agenda and record the minutes of all board meetings as well as the minutes of any committees to which the Secretary is assigned, making sure that all actions are duly noted;
 - iii. Publish and deliver notices of meetings and agenda therefore to all Members and shall be the proper officer for reception of notices of motions and other proposed agenda items, all in accordance the time and procedural requirements of the by-laws; and
 - iv. Perform such other duties as may be assigned to the Secretary by the board or as may be incidental to the Secretary's office or provided for in the by-laws.
 - v.
- e) **Chief Executive Officer**
The powers and duties of the Chief Executive Officer shall be to:
- i. Assume responsibility for the management of the Corporation's office and the conduct of the day to day operations of the Corporation;
 - ii. Attend the meetings of the board and of the members, but without the right to vote;
 - iii. Prepare and present policy recommendations to the Board concerning day to day operations of the Corporation;
 - iv. Represent the Corporation and speak on behalf of, or for the Corporation as directed by the President;
 - v. Provide guidance, advice and direction in the conduct of the Corporation's activities at all levels of competition or participation;
 - vi. Investigate all alleged breaches of any by-law, rule, policy, or practice of the Corporation and initiate such action as may be necessary in accordance with the by-laws of the Corporation;
 - vii. Disseminate information about and carry on promotion and publicity for the Corporation's activities both to and for its members and to and for other persons, organizations and the public in general;
 - viii. Receive and disburse the funds of the Corporation in accordance with generally

- ix. acceptable accounting principles in accordance with the budget of the Corporation;
Submit, thirty (30) days before the Annual General Meeting a written report to be presented to the members;
 - x. Review, investigate, and report to the board respecting penalties assessed or dispositions made in accordance with the policies and by-Laws of the Corporation; and
 - xi. Perform such other duties as may be assigned to the Chief Executive Officer by the board or as may be incidental to the office of the Chief Executive Officer or provided for in the by-laws.
- f) **Other Offices.** The powers and duties of such other offices as may be appointed by the board shall be determined by the board.
- g) The offices of President, Vice-President and Treasurer may not be held by more than one person at a time but such persons, and other officers, may hold more than one other office.
- h) Any officer may delegate any of the officers duties to one or more other persons.

34. Vacancy in Office

The members may remove, whether for cause or without cause, the President, Vice President or Treasurer of the Corporation and upon such removal the individual is also deemed removed as a director. Other officers may be removed, whether for cause or without cause, by the board. Unless so removed, an officer shall hold office until the earlier of: the officer's successor being appointed, the officer's resignation, such officer ceasing to be a director (if a necessary qualification of appointment) or such officer's death. Subject to section 26 if the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

35. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

36. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

37. Omissions and Errors

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

38. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

39. Dispute Resolution Mechanism

- a) In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
 - i. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
 - ii. The number of mediators may be reduced from three to one or two upon agreement of the parties.
 - iii. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

- b) Notwithstanding section 39a), the board may establish dispute resolution procedures relating to the operations of the Corporation, including the conduct of sporting activities in which members participate and the application of standards and rules governing such participation. Such dispute resolution procedures may be in addition to, or in substitution for, the procedures set out in section 39a) above. If there is a conflict between any such dispute resolution procedure and the provisions of section 39a), then such dispute resolution procedures shall apply.

- c) Notwithstanding sections 39a) and 39b) above, the Corporation has adopted the Canadian Anti-Doping Program and, therefore, in the case of any violation of applicable doping standards, the Canadian Anti-Doping Program administered by the Canadian Centre for Ethics in Sport shall be used to resolve issues or to establish sanctions associated with doping infractions, and the applicable dispute resolution procedure associated with such Program, if any, shall apply.

40. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. 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. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.