

A by-law relating generally to the conduct of the activities and affairs of **Bobsleigh Canada Skeleton**

(the "Corporation")

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

Article 1 - DEFINITIONS

1.0 Definitions

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 which may be substituted therefor, 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 and includes any amendments thereto;
- (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) "**Independence**" has the meaning ascribed thereto in Section 6.4;
- (h) "**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;
- (i) "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (j) "**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;
- (k) "**Provincial/Territorial Association**" or "**PSO**" 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;

- (l) “**Quadrennial**” means the four-year period immediately following the close of the Olympic Winter Games;
- (m) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (n) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Article 2 - MISCELLANEOUS

2.1 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, joint venture or an unincorporated association or organization. Other than as specified above, words and expressions defined in the Act have the same meanings ascribed to them when used in these By-Laws.

2.2 Electronic Communication

Except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

2.3 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.

2.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments (“**Documents**”) in writing requiring execution by the Corporation shall be signed on behalf of the Corporation by any two (2) of its officers or directors, provided that at least one (1) of the two (2) signatories is either the Chair or the Executive Director. In addition, the Board may from time to time direct the manner in which the person or persons, Documents generally and/or particular Documents or class of Documents may or shall be signed. 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.

2.5 Financial Year

The financial year end of the Corporation shall be March 31 in each year, or as otherwise determined by the Board in the best interests of the Corporation.

2.6 Banking Arrangements

The banking business of the Corporation shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part thereof of it shall be transacted on the Corporation’s behalf by such one or more officers of the Corporation and/or other persons as the Board may designate, direct or authorize from time to time and to the extent thereby provided by resolution.

2.7 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 of the Corporation to secure performance of an obligation of any person;

and 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.

Article 3 - ANNUAL FINANCIAL STATEMENTS

3.1 Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act (Annual financial statements) or a copy of a publication of the Corporation reproducing the information contained in the documents not less than 21 days before the date set for the annual Meeting of Members. 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.

Article 4 - REGISTERED OFFICE

4.1 Registered Office Location

Pursuant to the Articles the place of the registered office and records of the Corporation shall be in the Province of Alberta.

Article 5 - MEMBERSHIP

5.1 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 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) persons 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; and
 - (ii) individuals designated as "lifetime members" by the members of the Corporation due to their contribution to the sports of skeleton and/or bobsleigh and who have accepted such designation, and such individuals 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 individuals 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

5.2 Entitlement to Vote

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

Notwithstanding any other provisions contained in Article 5 of the By-Laws, the members of each of the classes shall be entitled to vote separately as a class in respect of any proposed amendments to this section of the By-Laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1) of the Act with the exception that no class shall have the right to vote as a class on matters set forth in Section 199(1)(a) or 199(1)(e) of the Act.

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) of the Act.

5.3 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.

5.4 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.

5.5 Notice of Members Meeting

Notice of the time and place for the holding of a Meeting of Members shall be given in the manner provided in Section 9.4 of the By-Laws to:

- (a) to each member of the Corporation 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;
- (b) each director of the Corporation; and
- (c) the public accountant of the Corporation.

Notice of a Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any Special Resolution or by-law amendment submitted to the meeting.

Notice shall be provided by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 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 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.

5.6 Members Calling a Members' Meeting

The Board 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.

5.7 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;
- (d) 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 mandatory;
 - (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;
- (e) 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;
- (f) every form of proxy shall comply with the Act and the Regulations and subject thereto may be in the following form:
 - (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 way 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;
- (g) 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;
- (h) 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
- (i) 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.

5.8 Termination of Membership

- (a) A membership in the Corporation is terminated when:
- (i) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
 - (ii) a member fails to maintain any qualifications for membership described in the section on membership conditions of these By-Laws;
 - (iii) 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;
 - (iv) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the Articles or By-Laws;
 - (v) the member is expelled by a vote of two-thirds (2/3) of the members at an annual meeting or a special meeting called for the purpose of reviewing the status of one or more members.
 - (vi) the member's term of membership expires; or
 - (vii) the Corporation is liquidated or dissolved under the Act.

5.9 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.

5.10 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; or
 - (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.
- (b) 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 Chair, 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 Chair, the Chair, 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.
- (c) 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 5.10(a) above. If there is a conflict between the provisions of any such policy or rule and the provisions of section 5.10(a), then the provisions of such policy or rule shall apply.
- (d) Notwithstanding sections 5.10(a) and 5.10(b) 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.

5.11 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.

5.12 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.

5.13 Chair of Members' Meetings

If the Chair and Vice-Chair are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.14 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or the by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or by resolution of the members.

5.15 Quorum at Members' Meetings

A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the members or proxyholders in attendance to vote at the meeting. 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.

5.16 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.

5.17 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.

5.18 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.

Article 6 – DIRECTORS

6.1 Duties of Directors

The Board shall be responsible for the governance of the Corporation and manage, or supervise the management of, the activities and affairs of the Corporation.

The Board may, from time to time, develop and adopt a mandate of the Board setting out in greater detail its roles and responsibilities that are not addressed in the preceding paragraph.

6.2 Number of Directors

The Board shall be comprised of the number of directors as determined from time to time by the members by ordinary resolution or, if an ordinary resolution of the members empowers the directors to determine the number, by resolution of the Board.

6.3 Class B Directors

The Articles provide for Class B members to elect two individuals as directors. In the event of a vacancy occurring among the Class B directors, the Nominations Committee shall give reasonable consideration to this requirement when identifying the individual to be proposed for appointment to fill such vacancy.

6.4 Independent Directors

The Board must be constituted at all times with individuals at least 40% of whom are independent directors. For purposes of this by-law, “independent” means an individual that the Nominations Committee has determined has no fiduciary obligation to the Corporation or any PSO, receives no direct or indirect material benefit from the Corporation or any PSO, and is free of any actual, potential or perceived conflict of interest of a financial, personal or representational nature (provided that participating in bobsleigh or skeleton does not alone cause an individual not to be independent) that would reasonably be expected to influence such individual's ability to exercise independent judgment. For clarity, it may be possible for an individual who is not independent to subsequently be considered to be independent should the circumstance that gave rise to the non-independence have ceased.

6.5 Director Eligibility

Any individual, who is 18 years of age or older; has not been declared incapable by a court in Canada or in another country; does not have the status of bankrupt; has fulfilled the requirements of the *Income Tax Act* in relation to serving as a director with a registered charity; is independent; and is not a current employee or contractor in any position with the Corporation; may be nominated for election as a director

6.6 Identification of Nominees

The Nominations Committee shall identify and recommend to the Board a list of individuals for nomination for election to the Board in advance of each meeting of members at which directors are to be elected, and in connection with the appointment of any individual as a director between such meetings. Nominees for election as director at each meeting of members at which directors are to be elected shall be those individuals approved by the Board following receipt of such recommendation.

The Nominations Committee will implement the process to identify potential directors which shall include providing members an opportunity to bring forward candidates for consideration. The Nominations Committee will be responsible to solicit nominations of individuals who meet the eligibility requirements defined in section 6.2 and 6.3 in consideration of the Corporation's needs.

6.7 Term of Directors

Each director will be elected for a term of two years. No individual may serve on the Board for more than four terms (eight years), provided, for clarity, that such terms need not be consecutive. In the case of an individual who is appointed to fill a vacancy on the Board such that that individual's initial term as a director is less than two years, such individual may still serve for 4 additional terms following the period in which the individual fills the vacancy. Notwithstanding the foregoing an individual who has served four terms may

serve for one additional two year term (for a total of 10 years) provided that such individual will serve as Chair of the Board during such additional term.

6.8 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.

6.9 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 forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. 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.

6.10 Waiving Notice

A person entitled to notice of a meeting of directors may in any manner and at any time waive notice of a meeting of directors, and attendance of any such person at a meeting of directors is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.11 First Meeting of New Board

Provided that a quorum of directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such board is elected.

6.12 Quorum

A majority of the number of directors constitutes a quorum at any meeting of directors, and despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions conferred on the board by the Act or under this By-Law of the Corporation.

6.13 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.

6.14 Participation in Meeting by Telephonic, Electronic or Other Communication Facility

Subject to the By-Laws, a director may, in accordance with the regulations, if any, and if all the directors of the Corporation consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

6.15 Adjournment

The chair of the meeting may, with the consent of the meeting, adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the directors provided the adjourned meeting takes place within fourteen (14) days of the original meeting. Any business may be

brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.16 Resolutions in Writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, shall be as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every resolution in writing referred to above shall be kept with the minutes of meetings of the directors or committee of directors.

6.17 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.

Article 7 – OFFICERS

7.1 Appointment of Officers

The Board may from time to time appoint the officers of the Corporation, which may include a Chair of the Board, Vice-Chair, Secretary and Treasurer and such other officers as the Board may determine, including one or more assistants to the officers so appointed. The Board may specify the duties of such officers and, in accordance with this By-Law and subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. Except for the Chair of the Board, an officer need not be a director; provided that a director may be appointed an officer and any person may hold more than one office. The Chair of the Board must be an independent director.

7.2 Term in Office

Officers shall be appointed (or re-appointed) annually at the first meeting of the Board following the Corporation's annual general meeting. An individual may not serve as Chair for more than six years in total.

Article 8 – COMMITTEES

8.1 General Requirements

Subject to the requirements of Section 8.2, the Board may from time to time appoint any 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. Subject to the requirements of 8.2, such committees may formulate its own rules or procedures, subject to such regulation or direction as the Board may from time to time make. A committee member shall serve without remuneration. Any committee member may be removed by resolution of the Board.

8.2 Committees

a. **The Corporation shall have the following standing committees:**

- (a) Audit and Finance Committee – The responsibilities of the Audit and Finance Committee (AFC) will be set out in its mandate, and will include: selecting and recommending to the Board for recommendation to the members the public accountant of the Corporation in accordance with the Act; on an annual basis, receiving and considering the annual budget of the Corporation and making recommendations to the Board in respect thereof; on a quarterly basis, receiving and considering the financial statements of the Corporation and report to the Board thereon; and such other matters as are required under the Act.

The AFC must be composed of the minimum number of members and the minimum number of independent directors as may be required from time to time under the Act, and the chair of the AFC must be a director

- (b) Governance Committee - The responsibilities of the Governance Committee will be set out in its mandate, and will include the oversight of all corporate governance matters of the Corporation and providing recommendations to the Board in respect thereof where appropriate. The chair of the Governance Committee must be a director.
- (c) PSO Chairs Committee – The responsibilities of the PSO Chairs Committee will be set out in its mandate with a view to effective national coordination and collaboration on fundraising and athletic development. The chair of the PSO Chairs Committee must be the chair of the Board.
- (d) Nominations Committee - The responsibilities of the Nominations Committee will be set out in its mandate, and will include overseeing the process for identifying and recommending to the Board the individuals for nomination as directors of the Corporation in connection with each meeting at which directors are to be elected or in connection with the appointment of one or more directors between meetings. The chair of the Nominations Committee must be the chair of the Board

8.3 Other Committees

The Board may from time to time appoint any other committee or other advisory body as it deems necessary or appropriate for such purposes in addition to those committees required by Section 8.1.

8.4 Responsibilities and Procedure

Subject to the restrictions contained in the Act, the Board may delegate to any committee any of the powers of the Board as it may determine. Subject to the requirements of Section 8.1 and the Act, such committees or other advisory bodies may include directors and persons who are not directors. The powers of a committee may be exercised by a meeting at which quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place inside or outside Alberta and, subject to the Act, may be held by means of telephonic, electronic or other communications facilities. Unless otherwise determined by the Board, each committee may formulate its own rules or procedures. All committee members shall serve without remuneration; provided, however, that a committee member may be reimbursed for all reasonable expenses incurred in carrying out his or her duties as a member of the committee.

Article 9 – NOTICE

9.1 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, 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.

Article 10 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.1 Limitation of Liability

Every director or officer in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

10.2 Indemnity

- (a) The Corporation shall indemnify a director or officer, a former director or officer or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that Corporation with the Corporation or other entity.
- (b) The Corporation may advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 10.2(a). The individual shall repay the monies if they do not fulfil the conditions of Section 10.2(d).
- (c) The Corporation shall not indemnify an individual under Section 10.2(a) unless they:
 - a. acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which they acted as a director or officer or in a similar capacity at the Corporation's request; and
 - b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

- (d) The Corporation shall also indemnify the individual referred to in Section 10.2(a) in such other circumstances as the Act or law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

10.3 Insurance

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in Section 10.2(a) as the Board may, from time to time, determine.

Article 11 - GENERAL

11.1 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.

11.2 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.

11.3 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.

11.4 Dispute Resolution Mechanism

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:

- (a) 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.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) 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.

- (i) Notwithstanding section 11.5(a), 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 11.5(a), above. If there is a conflict between any such dispute resolution procedure and the provisions of section 10.4(a), then such dispute resolution procedures shall apply.
- (ii) Notwithstanding sections 11.5(a) and 11.5(b) 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.

11.5 By-laws and Effective Date

Subject to the Articles, the Board 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.