

SKI JUMPING CANADA / CANADA SAUT A SKI
BY-LAWS

ARTICLE I: GENERAL

- 1.1 Purpose – These By-Laws relate to the general conduct of the affairs of Ski Jumping Canada / Canada Saut A Ski, a corporation under the *Canada Not-for-Profit Corporation Act*, as amended.
- 1.2 Definitions - The following terms have these meanings:
- a) Act – the *Canada Not-for-Profit Corporations Act, S.C. 2009, c.23*, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
 - b) Annual Meeting – the annual meeting of the Members as set out in the Act;
 - c) Articles – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
 - d) Athlete – a person currently on a national team or competing at the international level or a person who is retired and was a member of a national team or competed at the international level, not more than eight (8) years previously, in the sport of ski jumping;
 - 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 Corporation for a report to the Members at the next Annual General Meeting;
 - f) Board – the Board of Directors of the Corporation;
 - g) Canadian Sport Governance Code – the Canadian Sport Governance Code as in its current form or as may be amended or replaced;
 - h) Corporation – Ski Jumping Canada;
 - i) Days – will mean days including weekends and holidays;
 - j) Director – an individual elected or appointed to serve on the Board;
 - k) Independent – that a Director or prospective Director has no fiduciary obligation to any entity with respect to ski jumping at the national or provincial or club level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal, or representational nature (provided that participation in ski jumping does not alone cause a person not to be Independent). A person who would not be considered Independent will be Independent once they resign from or terminate the circumstance that gives rise to the non-independence;
 - l) Lead Executive – an individual identified by the Board as the staff person who is an individual responsible for the administration of the Corporation and any such other responsibilities as determined by the Board and may include but is not limited to a CEO, Executive Director, or other staff;
 - m) Member – a member of the Corporation as set out in s.2.1 of these By-laws.
 - n) Officer – an individual elected or appointed to serve as an Officer of the Corporation;
 - o) Ordinary Resolution – a resolution passed by a majority of the votes cast on that Resolution;
 - p) Participants – all individuals participating in activities directly or indirectly authorized or sanctioned by the Corporation as well as all individuals employed by or engaged in activities with the Corporation including, but not limited to, Registered Ski Jumpers, other athletes, coaches, convenors, officials, volunteers, committee members, Directors and Officers of the Corporation, spectators, and the parents/guardians of any such individuals who are not of the age of majority, and specifically including any individual affiliated with the Corporation who is subject to the Universal Code of Conduct to Prevent and Address Maltreatment in Sport

under the authority of the Corporation and who is under the jurisdiction of Abuse-Free Sport pursuant to any applicable Abuse-Free Sport Participant Consent Form;

- q) Proposal – a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;
- r) Registered Ski Jumpers – those athletes (i) participating in a ski jumping program one (1) or more times per week, during any season in which the jump hill is open, or in one (1) full week session during any season, as verified by the Corporation, (ii) and who are in good standing with their Ski Jumping Association;
- s) 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 shall be in the Province of Alberta at such address as the Board may, by resolution, determine.
- 1.4 Corporate Seal - The Corporation may have a corporate seal which will be adopted and may be changed by resolution of the Directors. The Corporate seal will be in the possession of the Head Office under the authority of the Board.
- 1.5 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Corporation.
- 1.7 Conduct of Meetings – Unless otherwise specified in the Act or these By-Laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.8 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate.

ARTICLE 2: MEMBERSHIP

- 2.1 Categories – The Corporation will have one (1) class of membership consisting of *Ski Jumping Associations* approved and accepted for membership by the Board. *Ski Jumping Associations*, collectively referred to in these by-laws as the *Members*, are:
 - a) *Start-Up Clubs*, being incorporated sport organizations that have as their purpose or mission the promotion and development of ski jumping but that have not yet met the requirements and not been approved by the Board as Registered Clubs but that have been approved by the Board as Start-Up Clubs;
 - b) *Registered Clubs*, being incorporated sport organizations that have as their purpose or mission the promotion and development of ski jumping that have met the requirements and been approved by the Board as Registered Clubs; and
 - c) *Provincial Associations*, being incorporated sport associations which have as their purpose or mission the promotion and development of ski jumping within a specific province or territory of Canada, that govern at least one Registered Club, and that have been approved by the Board as Provincial Associations.
- 2.2 Admission - No candidate for membership will be admitted as a new Member of the Corporation unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Board;
- 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;
- c) The candidate member has paid fees as prescribed by the Board;
- d) The candidate member has satisfied to the Board in its sole discretion that any condition of membership that the Board may in its discretion apply with respect to any application for membership in the Corporation; and
- e) The candidate member has been approved by Ordinary Resolution as a member by the Board or by any committee or individual delegated this authority by the Board.

2.3 Renewal – No Member will be renewed as a Member of the Corporation unless:

- a) The Member has made an application for membership renewal in a manner prescribed by the Board; and
- b) If, at the time of applying for membership renewal, the Member is a Member in good standing.

2.4 Duration – Membership is accorded on an annual basis, subject to renewal in accordance with these By-Laws.

2.5 Membership Fees – Membership fees for all categories of Membership will be determined annually by the Board.

2.6 Termination - Membership in the Corporation is terminated when:

- a) The Member fails to submit any information required by the Board for renewal;
- b) The Member fails to maintain any of the qualifications or conditions of membership established by the Board;
- c) The Member resigns from the Corporation by giving written notice to the Board, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the resignation becomes effective;
- d) The Member fails to pay membership fees or monies owed to the Corporation by the deadline dates prescribed;
- e) The Member's term of membership expires; or
- f) The Member is liquidated or dissolved.

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

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

2.9 Rights of Members – Subject to the Articles, upon termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

2.10 Good Standing Definition – A Member of the Corporation 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 Corporation;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and

f) Has paid all outstanding accounts including membership fees.

2.11 Cease to be in Good Standing - Members who cease to be in good standing will have privileges suspended which may include: hosting events, participation in domestic and international programs and loss of all voting privileges as a member, 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.

2.12 Participants are Not Members – As noted above, only Ski Jumping Associations (being Start-Up Clubs, Registered Clubs, and Provincial Associations) are Members. While Participants (including Registered Ski Jumpers) are not Members, all Participants (including Registered Ski Jumpers) are subject to the Corporation's rules, policies, and procedures.

ARTICLE 3: MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include *Annual Meetings* and *Special Meetings*.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by the Board by way of Ordinary Resolution, or upon the written requisition of members who hold five percent (5%) of the votes of the Corporation. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date – The Corporation will hold meetings of Members at such date, time, and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and six (6) months of the Corporation's fiscal year end.

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

3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.6 Notice - Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, by the following means:

- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (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 twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held; or
- c) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.

- 3.7 Change in Notice Requirements – Pursuant to Section 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.
- 3.8 Persons Entitled to Attend – All classes of Members, the Directors, the Auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles, or By-laws of the Corporation 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 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.10 Agenda – The agenda for the Annual Meeting will at least include:
- a) Conformation of Quorum
 - b) Call to Order
 - c) Approval of the Agenda
 - d) Declaration of any Conflicts of Interest
 - e) Adoption of Minutes of the Previous Annual Meeting
 - f) Presentation of Auditors Report and the Financial Statements
 - g) Appointment of Auditors
 - h) Any Special Business (as specified in the meeting notice)
 - i) Election of new Directors
 - j) Termination of Meeting
- 3.11 Member Rights - Members will have the right to vote on the election of Directors, the appointment of the auditor, matters on which they are entitled to vote under the Act, and any specific matter required by these By-Laws or as directed by the Board.
- 3.12 Special Business - Any Member who wishes to have special business placed on the agenda of a meeting will give written notice to the Corporation at least twenty-one (21) days prior to the meeting date or as may be otherwise agreed by the Corporation in accordance with the Act.
- 3.13 Quorum – The presence of Members representing a majority of the votes available to be cast at any meeting shall constitute a quorum. All business transacted at the meeting shall be valid notwithstanding the departure of some members and the resulting absence of a majority of voting members before the meeting is adjourned.
- 3.14 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.
- 3.15 Voting Privileges – Each Member in good standing shall be entitled to attend and participate in meetings of Members and are entitled to the following number of votes at any Annual Meeting or Special Meeting of Members:
- a) Start-Up Clubs have one (1) vote;
 - b) Provincial Associations have two (2) votes; and
 - c) Registered Clubs have different numbers of votes depending upon the number of Registered Ski Jumpers (being those athletes (i) participating in a ski jumping program one (1) or more times per week, during any

season in which the jump hill is open, or in one (1) full week session during any season, as verified by the Corporation, and (ii) who are in good standing with their Ski Jumping Association that they each have

- i. Two (2) votes for one (1) to fourteen (14) Registered Ski Jumpers;
- ii. Three (3) votes for more than fifteen (15) Registered Ski Jumpers.

3.16 Delegates – Each Member shall appoint and designate a *Delegate* to represent the Member and vote on behalf of the Member. A Delegate must be (i) a Participant in good standing with respect to the Member designating such Delegate, and (ii) eighteen (18) years of age or older. A Member may name an alternate Delegate for a Delegate who is unable to attend a meeting provided that the Member informs the Corporation in writing prior to the meeting. Should an alternate delegate not be available, the Member may vote by proxy.

3.17 Determination of Votes - Votes will be determined by a show of hands, orally or electronic ballot unless a resolution requesting a secret poll is approved by the Members.

3.18 Majority of Votes - Except as otherwise provided in the Act or these By-laws, a majority of votes cast shall carry a motion.

ARTICLE 4: DIRECTORS

4.1 Composition of the Board – The Board will consist of two (2) Directors who are Athletes, and nine (9) at-large Directors, except as may be otherwise established by the Board as set out in these By-laws, including specifically with respect to s.4.4 (Athlete Representation) below.

4.2 Canadian Sport Governance Code – The Corporation shall comply with all provisions of the Canadian Sport Governance Code that are applicable to the Corporation with respect to composition of the Board, including gender standard, Athlete representation, and the requirement for a minimum number of Directors to be Independent. The Nominations Committee shall have primary responsibility for ensuring such compliance, with the Board to take all required action to give effect to compliance with the Canadian Sport Governance Code as may be required of the Corporation.

4.3 Gender Standard – In advancement of gender balance and diversity on the Board and recognizing that the criterion for election as Director is eligibility and the necessary skills for the successful stewardship of the Corporation without exclusion, not more than 60% of the Directors shall be of the same gender.

4.4 Athlete Representation – The Corporation will exercise best efforts to have two (2) Athletes of different gender on the Board. That said, the Corporation will at all times comply with the provisions with respect to Athlete representation as set out in the Canadian Sport Governance Code as may be applicable to the Corporation.

4.5 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, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

4.6 Senior Staff Restriction – No individual currently serving as an employee or contractor of the Corporation may be a Director. No Director may become the Lead Executive or interim Lead Executive of the Corporation during their term as a Director or for twelve months thereafter.

- 4.7 Skills and Characteristics – Potential Directors should have skills and/or characteristics sufficient to carry out the duties of a Director pursuant to the Act and these By-laws.
- 4.8 Nomination – The Nominations Committee has primary responsibility for identifying nominees to the Board. An individual may nominate themselves or anyone else for election as a Director. Each nomination will:
- Include the written consent of the nominee by signed or electronic signature; and
 - Be submitted in writing to the Corporation not less than twenty-one (21) days prior to the Annual Meeting.
- 4.9 Incumbents – Individuals currently on the Board wishing to be re-elected must provide notice to the Corporation twenty-one (21) days prior to the Annual Meeting.
- 4.10 Circulation of Nominations – Valid nominations will be circulated to all Members prior to the election of Directors.
- 4.11 Nominations from the Floor – Nominations from the floor for the election of Directors are permitted only if there are fewer nominated candidates than available Board positions.
- 4.12 Term and Rotation – The election of Directors will take place at each Annual Meeting on a rotational basis with three (3) at-large Directors each being elected for terms of three (3) years each year. The Board shall be authorized to implement a transition plan pursuant to which Directors may serve terms longer or shorter than three (3) years during the implementation of this rotational system. Athlete Directors shall be elected separately from at-large Directors and serve for terms of three (3) years.
- 4.13 Director Elections – Subject to the following section (Gender Balance), elections for Director positions will be decided by Ordinary Resolution of the Members in accordance with the following:
- Equal Number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
 - More Nominations than Available Positions – The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until the available positions have been filled. In a case of a tie between the final available position, a run-off(s) vote will be conducted for the tied candidates.
- 4.14 Gender Balance – To achieve gender balance on the Board:
- In years when the gender standard is not assured, a gender specific election will be held first to elect candidate(s) sufficient to meet the standard;
 - When the gender standard is assured, all candidates of any gender will be included on the same ballot in an election to fill the remaining vacancy(s):
 - When more than one Director position must be filled, the election will be for one Director at a time with all nominated candidates eligible in each election;
 - As specified by the Act, a candidate receiving more than fifty percent (50%) of the votes will be declared elected as a Director.
 - In the event of a tie, or if the candidate with the most votes does not receive a majority of votes, on any ballot:
 - If there are more than two (2) candidates for an available position, the candidate with the fewest votes will be dropped from the ballot and a new vote will be held;
 - If there are only two (2) candidates for the available position, a second vote will take place. If there is still a tie, additional rounds of voting will occur until a winner is

declared.

- (d) In an election with only one (1) qualified candidate, candidate will be declared elected as a Director by Ordinary Resolution.

4.15 Terms - Elected Directors will serve terms according to their electoral cycle and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

4.16 Term Maximum - Directors may serve up to a maximum of nine (9) years.

4.17 Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board of Directors. This resignation will become effective the date on which the request is approved by the Board. If a Director is subject to a disciplinary investigation or action of the Corporation, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

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

- a) Resigns;
- b) Is found by a court to be incapable by a court under federal law;
- c) Becomes bankrupt, or is declared insolvent; or
- d) Dies.

4.19 Removal – Pursuant to the Act, an elected Director may be removed by Ordinary Resolution of the voting Members at a Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

4.20 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board provided the Director has been given notice of and the opportunity to be heard at such meeting.

4.21 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

4.22 Remuneration – No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Corporation, as approved by the Board of Directors.

4.23 Call of Meeting – Meetings of the Board of Directors shall be called by the Chair (or a Co-Chair) or any other three (3) Directors and will be held any time and place as determined by the Board of Directors.

4.24 Notice – Notice served other than by mail, 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.

- 4.25 Number of Meetings – The Board will hold at least two (4) meetings per year.
- 4.26 Quorum – A quorum for any meeting of the Board of Directors shall be five (5) Directors.
- 4.27 Voting – Each Director is entitled to one vote. Voting will be by a show, verbally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution unless otherwise required by the Act or these By-laws.
- 4.28 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.29 Meetings by Telephone – A meeting of Directors may be held by telephone conference call provided that either a majority of the voting Directors consent to a meeting by teleconference or meeting of teleconference has been approved by resolution passed by the Directors at a meeting of Directors. Any Director who is unable to attend a meeting of Directors 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.
- 4.30 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:
- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
 - b) Each Director has equal access to the specific means of communications to be used;
 - c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 4.31 Lead Executive – The Lead Executive shall attend and participate in all meetings of the Board but will not be entitled to vote.
- 4.32 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.
- 4.33 Managing the Affairs of the Corporation – The Board may make policies and procedures to manage the affairs of the Corporation in accordance with the Act and these By-laws.
- 4.34 Discipline – The Board may make policies and procedures relating to discipline of Members and Registered Participants and will have the authority to discipline Members and Registered Participants in accordance with such policies and procedures.
- 4.35 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- 4.36 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation. The Board may also terminate any such employment or engagement as it sees fit.

4.37 Borrowing Powers – The board may borrow money upon the credit of the Corporation as it deems necessary:

- a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

4.38 Duty - A Director of the Board shall:

- a) Act honestly and in good faith and in the best interest of the Corporation
- b) Exercise the care, diligence, and skill of a reasonably prudent person in exercising their powers and performing their function as a Director.
- c) Nothing in any contract, the Articles or the By-Laws of the Corporation, or the circumstances of their appointment relieves a Director from:
 - i. The duty to act in accordance with the law; or
 - ii. Liability that by virtue of a rule of law would otherwise attach to them in respect and negligence, default, breach of duty, or breach of trust of which they may be guilty in relation to the Corporation.

ARTICLE 5: OFFICERS

5.1 Officers of the Corporation – The Corporation’s Officers shall include the Chair, the Secretary, and the Treasurer. Instead of having a Chair, the Corporation may elect to have two Co-Chairs. All references to Chair in these By-laws shall include Co-Chairs.

5.2 Election of Officers – The Officers of the Corporation will be elected by the Board for terms of one (1) year. At the first meeting of the Board following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. Those elected as Officers shall take office immediately.

5.3 Term Limit for Chair or Co-Chairs – No individual shall serve as Chair or Co-Chair for longer than six (6) years.

5.4 Nomination – Directors may nominate themselves for any Officer position. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following;

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.5 Duties of the Officers – The Board shall establish specific responsibilities for each Officer.

- 5.6 Delegation of Duties – At the discretion of the Officer and with the approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.
- 5.7 Other Officers - The Directors may appoint such other officers and agents as they shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- 5.8 Powers - All Officers shall sign such contracts, documents or instruments in writing that require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices as assigned to them by the Board.
- 5.9 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.
- 5.10 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.
- 5.11 Remuneration – The Officers shall not receive any stated remuneration for their services but shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending any meeting of the Corporation, as approved by the Board.

ARTICLE 6: BOARD COMMITTEES

- 6.1 Board Committees - The Corporation's Board shall establish the following committees:
- a) Nominations Committee;
 - b) Finance Committee;
 - c) Governance Committee; and
 - d) such other Committees as the Board may deem desirable.
- 6.2 Nominations Committee – The Nominations Committee is a committee of the Board but need not be comprised of Directors. The Nominations Committee will propose those individuals recommended for election as Directors by the Members. The Nominations Committee's recommendations need not be approved by the Board. Other nominations for election to the Board can be made in accordance with these By-laws or any other nominations procedure established by the Corporation in compliance with the Act. The Nominations Committee should have three (3) members, but in any event an odd number of members. The Nominations Committee must not include any Director up for election and must include appropriate representation including athletes and other stakeholders with the objective that the Nominations Committee is respected, credible, and representative.
- 6.3 Finance Committee – The Treasurer shall chair the Finance Committee. This committee shall be responsible to ensure that the Corporation complies with all financial reporting obligations (i) set out in the Canadian Sports Governance Code applicable to the Corporation, and (ii) in the Act.

- 6.4 Ad Hoc Committees - Where conditions warrant, the Board of Directors may establish ad hoc committees to deal with specific areas of concern to the Board.
- 6.5 Terms of Reference - The Board shall approve and provide terms of reference for all committees.
- 6.6 Remuneration – Committees members shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. All committee members shall be subject to removal from their duties as committee members by a majority vote of the Board.

ARTICLE 7: CONFLICT OF INTEREST

- 7.1 Conflict of Interest – A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, and as the case may be, refrain from voting or speaking in debate on such contract, or transaction, refrain from influencing the decision on such contract or transaction, and otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 8: FINANCE AND MANAGEMENT

- 8.1 Fiscal Year – The fiscal year of the Corporation will be from April 1st to March 31st, or such other period as the Board may from time to time determine.
- 8.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 8.3 Auditors - At each Annual Meeting, the Members shall appoint an Auditor to, depending on the circumstances, conduct a review engagement or audit the books, accounts and records of the Corporation, in either case in accordance with the Act. The Auditor will hold office until the next Annual Meeting. The Auditor will not be an employee or a Director of the Corporation.
- 8.4 Annual 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) (Annual Financial Statements) of the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- 8.5 Posting of Statements – The audited financial statements shall be posted on the Corporation’s website no later than six (6) months after the Corporation’s fiscal year end.
- 8.6 Ongoing Board Review of Financial Statements – The Board shall review any quarterly financial statements within sixty (60) days of a quarter ending, and, in respect of the annual financial statements, within ninety (90) days of the fiscal year end. The Treasurer, working with the Lead Executive (if any) and staff, will provide the Board with quarterly updates on finances.

- 8.7 Books and Records - The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Board minutes and records of the Corporation will not be available to the Members but will be available to the Board, with each Director to receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Corporation in accordance with the Act.
- 8.8 Signing Authority – Deeds, transfer, assignments, contract, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) individuals as designated by the Board. These individuals include the Lead Executive (if any), the Chair or Co-Chairs, Officers, or any other person(s) of the Corporation authorized by the Board. The Board shall have the power to appoint individuals to negotiate or prepare documents that may require signing by the Corporation and then designate them as signatories for the Corporation. These documents shall be considered binding upon the Corporation. Copies of all contractual documents and a description of their intent shall be provided to the Corporation Board of Directors as the next meeting from the date of signing.
- 8.9 Property - the Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

ARTICLE 9: AMENDMENT OF BY-LAWS

- 9.1 Directors Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by Ordinary Resolution confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.
- 9.2 Members Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the voting Members, via Member Proposal, present at the next meeting of Members. Any amendments will have immediate effect.
- 9.3 Notice in Writing – Notice of the proposed amendments to these By-laws or any other item that requires a vote by the Members at least twenty-one (21) days prior to the date of the Meeting of the Members at which it is to be considered.

ARTICLE 10: FUNDAMENTAL CHANGES

- 10.1 Fundamental Changes – Subsection 197(1) of the Act requires a Special Resolution of all Members to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:
- a. Change the Corporation's name;
 - b. Change the province in which the Corporation's registered office is situated;
 - c. Add, change or remove any restriction on the activities that the Corporation's 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 of the Act, increase or decrease the number of — or the minimum or maximum number of directors;
- j. Change the statement of the purpose of the Corporation;
- k. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l. Change the manner of giving notice to members entitled to vote at a meeting of members;
- m. Change the method of voting by members not in attendance at a meeting of members; or
- n. Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

ARTICLE 11: NOTICE

11.1 Written Notice - In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director, or Member, as the case may be.

11.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

11.3 Error in Notice - The accidental omission to give notice of a meeting of the Board 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 12: DISSOLUTION

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

ARTICLE 13: INDEMNIFICATION

13.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

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

13.3 Insurance - the Corporation will, at all times, maintain in force such Directors and Officers liability insurance as may be approved by the Board.

ARTICLE 14: ADOPTION OF THESE BY-LAWS

- 14.1 Adoption by Board – These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on April 22, 2025
- 14.2 Ratification – These By-laws were ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on April 22, 2025.
- 14.3 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.