

**8069557 Canada Association
doing business under license from the
Canadian Olympic Committee as:**

Own the Podium, À nous le podium

BY-LAW NO. 1

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**A by-law relating generally to the transaction of the business and affairs of
8069557 Canada Association
doing business under license from the
Canadian Olympic Committee as:**

**Own the Podium, À nous le podium
(hereinafter referred to as the "Corporation")**

BE IT ENACTED as a by-law ("By-Law No. 1") of the Corporation as follows:

1. DEFINITIONS AND INTERPRETATION

1.1 In this By-Law No. 1 and in all other by-laws and resolutions of the Corporation, unless the context otherwise specifies or requires, the following terms shall have the following meanings:

- a) "**Act**" shall mean the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time as amended from time to time;
- b) "**Annual General Meeting**" shall mean the meeting of the Members held each year;
- c) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) "**Board**" shall mean the board of directors of the Corporation;
- e) "**By-laws**" shall mean this By-Law No. 1 and all other by-laws of the Corporation in effect from time to time;
- f) "**Days**" shall mean total days, including weekends and holidays;
- g) "**Director**" or "**Directors**" shall mean any one or more persons, respectively, who from time to time have been appointed or duly elected by the Members to serve on the Board in accordance with this By-Law No. 1;
- h) "**meeting of Members**" includes a general meeting of Members or a special meeting of Members;
- i) "**Member**" or "**Members**" shall mean any one or more persons, respectively, who have been admitted to membership of the Corporation in accordance with the By-laws;
- j) "**Officer**" or "**Officers**" shall mean any one or more persons, respectively, who have been appointed as officers of the Corporation by the Board in accordance with the By-laws;
- k) "**Ordinary Resolution**" shall mean a resolution passed by not less than a majority of the votes cast at a meeting of the Board or meeting of Members;
- l) "**Proposal**" means a proposal submitted by a Member that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- m) "**Public Accountant**" shall mean an individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of the Corporation for a report to the Members at the next Annual General Meeting;
- n) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- o) "**Special Meeting**" shall have the meaning provided in section 4.3 of this By-Law No. 1; and

- p) "**Special Resolution**" shall mean (i) a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board; (ii) a resolution passed by no less than two-thirds of the votes cast at a meeting of Members; (iii) a resolution signed by all Members entitled to vote at a meeting of Members; or (iv) a resolution signed by all Directors or a resolution signed by all members of a committee of Directors.
- 1.2 **Interpretation.** In the By-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations. Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these By-laws.
- 1.3 **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 of the Corporation.
- 1.4 **Invalidity of any provisions of this By-Law No. 1.** The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.
- 1.5 **Conduct of Meetings.** Unless otherwise specified in the Act or this By-law No.1, meetings of Members, Committees and the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.6 **Language.** These By-laws have been drafted in English. The official French text is a translation only and in the case of conflicting interpretation, the English text will prevail.
- 2. BUSINESS OF THE CORPORATION**
- 2.1 **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 shall be the custodian of the corporate seal. A document executed on behalf of the Corporation is not invalid merely because the corporate seal, if any, is not affixed thereto.
- 2.2 **Head Office.** The head office shall be located at such place in the City of Ottawa, Ontario, Canada as the Board may from time to time by Ordinary Resolution so fix.
- 2.3 **Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.
- 2.4 **Financial Year.** Unless otherwise ordered by the Board, the financial year end of the Corporation shall end on the last day of March each year.
- 2.5 **Official Languages.** The official languages of the Corporation shall be English and French.
- 2.6 **No Gain for Members.** Subject to Section 5.9, the business of the Corporation shall 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 the objects of the Corporation.
- 2.7 **Banking Arrangements.** The banking business of the Corporation shall be transacted with such banks, trust companies, or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time approve by resolution.

- 2.8 **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.
- 2.9 **Borrowing Powers.** The Directors 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; and
 - d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- 2.10 **Fundraising.** The Directors shall, subject to the Corporation's then existing contractual obligations, take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 2.11 **Duties.** Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall:
- a) act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- Every Director and Officer shall comply with the Act, the Regulations, the Articles and By-Laws. Every Director shall verify the lawfulness of the Articles and the purpose of the Corporation.
- 2.12 **Validity of Acts.** An act of a Director or Officer is valid notwithstanding an irregularity in their election or appointment or a defect in their qualification.
- 2.13 **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 or a copy of a publication of the Corporation reproducing the information contained in the documents. 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.

3. MEMBERSHIP

- 3.1 **Qualifications of Membership.** Subject to the Articles, there shall be one class of Members in the Corporation. The membership of the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a Member has received the approval of the Board by way of Ordinary Resolution. The first Directors, as set out in Form 4002 of the Corporation's application for incorporation, shall become the first Members of the Corporation and remain Members until their successors are elected. Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members. 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).
- 3.2 **Directors.** Directors, by virtue of their election or appointment, are automatically deemed to be Members.

- 3.3 **Termination of Membership.** A membership in the Corporation is terminated when:
- a) the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
 - b) the Member ceases to be a Director or fails to maintain any other qualifications for membership described in Section 3.1 or 3.2 of this By-Law No. 1;
 - c) the Member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;
 - d) the Member resigns by delivering a written resignation to the Chairperson of the Board in which case such resignation shall be effective on the date specified in the resignation; or
 - e) the Corporation is liquidated or dissolved under the Act.
- 3.4 **Effect of Termination.** 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.
- 3.5 **Removal.** A Member may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Member has been given written notice of and the opportunity to be present and to be heard at such meeting.
- 4. MEETINGS OF MEMBERS**
- 4.1 **Types of Meetings.** Meetings of Members will include Annual General Meetings, general meetings and Special Meetings. The Members may consider and transact any business, either special or general, at any meeting of the Members.
- 4.2 **General Meetings.** The Chairperson, Board or Chief Executive Officer shall have the power to call, at any time, a general meeting of the Members of the Corporation by issuing the appropriate notice of meeting contemplated in Section 4.6 of this By-Law No. 1. At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements and the report of the Public Accountant shall be presented and Public Accountant appointed for the ensuing year.
- 4.3 **Special Meetings.** A Special Meeting of Members may be called at any time by the Chairperson, Chief Executive Officer or by at least two Directors or upon the written request of ten percent or more of voting Members. Written notice of a Special Meeting will be given to all voting Members at least 14 Days prior to the date of the meeting. No notice of a Special Meeting is required if all voting Members waive notice, or if those absent consent to the meeting being held in their absence.
- 4.4 **Location and Date.** 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 and on such day as the Board shall appoint. The Annual General Meeting will be held within the earlier of 15 months of the last Annual General Meeting and 6 months after the end of the Corporation's most recently completed fiscal year.
- 4.5 **Absentee Voting.** Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
- a) enables the votes to be gathered in a manner that permits their subsequent verification; and
 - b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Members who participate in a meeting by mail ballot or by telephone or other telecommunications technology are considered to have attended the meeting. 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 to change the methods of voting by Members not in attendance at a meeting of Members.

- 4.6 **Notice of Meetings.** Written notice (which for the purposes of this By-Law No. 1 includes the giving of notice by email) of the time and place of a meeting of Members, whether annual (Section 4.1), Special (Section 4.3) or general (Section 4.2), shall be given to each Member entitled to vote at the meeting by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, not less than 14 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 to change the manner of giving notice to Members entitled to vote at a meeting of Members.

Such notice will contain a proposed agenda and sufficient information to permit Members to make reasoned judgements on the decision(s) to be made. Notice of a meeting of the Members will not be required if all voting Members waive notice, or if those absent consent to the meeting being held in their absence.

- 4.7 **Members Calling a Members' Meeting.** The Board shall call a meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five percent of the voting rights. If the Directors do not call a meeting within 21 Days of receiving the requisition, any Member who signed the requisition may call the meeting.
- 4.8 **Quorum.** A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting, business may proceed even if a quorum is not present throughout the meeting.
- 4.9 **Voting Privileges.** Each Member will be entitled to attend meetings of Members and one vote.
- 4.10 **Determination by Votes.** Voting will be by a show of hands or orally, unless a secret or recorded ballot is requested by a majority of the voting Members or electronic voting is made available. Unless the Act or these By-laws otherwise provide, the majority of votes of Members who vote will decide each issue. In the case of a tie, the Chairperson presiding at the meeting is entitled to a second vote.
- 4.11 **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 No. 1, 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.
- 4.12 **Members' Meeting Held Entirely by Electronic Means.** If the Directors or Members 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.

- 4.13 **Resolutions in Writing.** Subject to subsection 166(1) of the Act, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of Members.
- 4.14 **Voiding of Proceedings.** No non-material error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual, general, or Special Meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat and Members may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be the last address recorded on the books of the Corporation for the individual.
- 4.15 **Adjournment.** The Chairperson of the meeting may with the consent of the meeting adjourn any meeting of Members from time to time to a fixed time and place. If the meeting is adjourned for less than 31 Days, notice of the time and place for the holding of the adjourned meeting will be given to all Members. If a meeting of Members is adjourned by one or more adjournments for an aggregate of 31 Days or more, notice of the adjourned meeting shall be given as for an original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who form the quorum at the adjourned meeting need not be the same persons who formed the quorum at the original meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.
- 4.16 **Closed Meetings.** Meetings of Members will be closed to non-Members, except by invitation of the Board.

5. BOARD OF DIRECTORS

- 5.1 **Composition of the Board.** Notwithstanding anything contained in this By-Law No. 1, the number of Directors shall never be less than seven or greater than ten voting members and shall include three Directors nominated by the Minister of State (Sports), one Director nominated by the Canadian Olympic Committee ("COC"), one Director nominated by the Canadian Paralympic Committee ("CPC"), and up to an additional five independent and qualified Directors.
- 5.2 **Invitation to Nominate Directors.** The CPC will be entitled to present to the Nominating Committee a slate of between three and five individuals to be considered and one Director shall be elected from the CPC slate. The COC will be entitled to present to the Nominating Committee a qualified individual to be considered as a Director and the Director may be elected. The Minister of State (Sports) will be entitled to nominate a slate of up to seven individuals to be considered as Directors and three Directors may be elected from the Minister of State (Sports) slate.
- 5.3 **First Directors.** The individuals listed in Form 4002 of the Corporation's application for incorporation shall become the first Directors whose term of office on the Board shall continue until their successors are elected at the first meeting of Members in accordance with these By-laws.
- 5.4 **Eligibility.** Any individual who is 18 years of age or older, has not been declared incapable by a court in Canada or another country and does not have the status of a bankrupt is eligible for election as a Director.
- 5.5 **Nominating Committee.** The nominees for election as a Director will be recruited by the Nominating Committee, which committee shall in the first instance be comprised of the applicants for incorporation and thereafter will be comprised of the Chairperson of the Board together with such other individual(s) as may be

- appointed by the Board.
- 5.6 **Election.** Subject to the Articles, the Members will elect the Directors at the first meeting of Members and at each succeeding annual meeting at which an election of Directors is required. Elections for Directors will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) one valid nomination – winner declared by acclamation; and
 - b) two or more valid nominations – winner(s) are the nominees receiving the greatest number of votes relative to the number of open Director's positions. In the case of a tie for a Director's position, a runoff vote will be conducted. Only those nominees who were tied for the final position will appear on the ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may be run as required.
- 5.7 **Acceptance of Office.** An individual who is elected or appointed to hold office as a Director is not a Director and is deemed not to have been elected or appointed to hold office as a Director unless:
- a) he or she was present at the meeting when the election or appointment took place and he or she did not refuse to hold office as a Director; or
 - b) he or she was not present at the meeting when the election or appointment took place and
 - i. he or she consented to hold office as a Director in writing before the election or appointment or within ten Days after it, or
 - ii. he or she has acted as a Director pursuant to the election or appointment.
- 5.8 **Term of Office.** At the first meeting of Directors, the Board shall determine the term of office of each Director. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for a term of four years. Each Director will hold office for their stated term or until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. A Director shall serve a maximum of two terms except under extraordinary circumstances and only upon Special Resolution of Members allowing for further terms as deemed necessary for a particular Director.
- 5.9 **Remuneration.** No Director shall receive an honoraria or other remuneration from the Corporation, however a Director may be reimbursed reasonable expenses incurred by such Director in the performance of such Director's duties, including reasonable costs and expenses incurred by a Director in attending at meetings of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or employee of the Corporation or in any other capacity and receiving compensation therefor.
- 5.10 **Retirement.** A retiring Director's resignation may be effective immediately, provided that in the absence of a written notice specifying that such retiring Director's resignation is to be effective immediately, such retiring Director shall remain in office until the dissolution or adjournment of the meeting at which such Director's retirement is accepted and such Director's successor is elected.
- 5.11 **Removal of Director.** The office of a Director shall be automatically vacated:
- a) if a Director resigns from such Director's office by delivering a written resignation to the Secretary of the Corporation;
 - b) if the Director is found by a court or by a qualified medical practitioner to be of unsound mind;
 - c) if the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
 - d) if at a meeting of Members an Ordinary Resolution of Members is passed resolving that the Director be removed from office; or

- e) on the death of such Director.
- 5.12 **Effect of Removal.** Where a Director has not otherwise been granted a membership in the Corporation in accordance with the Articles and By-laws, the Director's membership shall terminate upon the Director's removal from office.
- 5.13 **Effective Date of Resignation.** The resignation of a Director becomes effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.
- 5.14 **Vacancy.** Notwithstanding any vacancy among the Directors, the remaining Directors may exercise all the powers of the Directors so long as a quorum of the number of Directors remains in office. Subject to subsections 132(1) and (4) of the Act and to the provisions (if any) of the Articles, where there is a quorum of Directors in office and a vacancy occurs, such quorum of Directors may appoint a qualified person to fill such vacancy for the unexpired term of such appointee's predecessor.
- 6. DIRECTORS MEETINGS**
- 6.1 **Meetings of the Board.** Meetings of the Board may be held at any time and place, within or outside of Canada, to be determined by the Chairperson or at least two Directors; provided that, for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator, in accordance with the Act. There shall be at least one meeting of the Board per year.
- 6.2 **Notice of Meetings.** Written notice (which, for purposes of this By-Law No. 1 includes the giving of notice by email) of a meeting of the Board shall be given, other than by surface mail, to each Director at least 72 hours prior to the meeting. Notice by mail shall be sent at least 14 Days prior to the date of any meeting of the Board. Any notice will contain a proposed agenda and sufficient information to permit Directors to make reasoned judgements on the decision(s) to be made. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting. Any Director may at any time waive notice of any such meeting or otherwise signify their consent to the holding of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat. Notice of the time and place of an adjourned meeting shall be given to all Directors. Unless the By-laws otherwise provide, 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.
- 6.3 **Quorum.** A majority of the number of Directors in office shall constitute a quorum at any meeting of the Board. Any meeting of the Board at which a quorum is present, despite any vacancy on the Board, shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws.
- 6.4 **First Meeting.** Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.
- 6.5 **Telecommunications.** If all Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board by means of telephonic, other telecommunication or electronic means so long as:
- a) the telephonic, electronic or other communication facility permits all participants to communicate adequately with each other during the meeting;
 - b) the Directors have passed an Ordinary Resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;

- c) each Director has equal access to the specific means of communications to be used; and
- d) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

A Director participating in such meeting by such means is deemed to be present at the meeting.

- 6.6 **Voting.** Each Director shall be entitled to one vote. At all meetings of the Board, every question arising at any meeting of the Board shall be decided by a majority of votes cast on the question. In the event of an equality of votes, the Chairperson of the Board does not have a second or casting vote and the motion is defeated.
- 6.7 **No Absentee Voting.** Absentee or proxy voting by Directors is not permitted.
- 6.8 **Closed Meetings.** Meetings of Directors will be closed to non-Directors, except by invitation of the Board.
- 6.9 **Minutes Of Meetings.** The minutes of the Board shall not be available to the Members who are not Directors but shall be available to the Board, each of whom shall receive a copy of such minutes.
- 6.10 **Adjournment.** Any meeting of Directors or of any committee of Directors may be adjourned from time to time by the Chairperson of the meeting, with the consent of the Directors present at the current meeting, to a fixed time and place. Notice of the time and place for the holding of the adjourned meeting will be given to all Directors. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who form the quorum at the adjourned meeting need not be the same Directors who formed the quorum at the original meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.
- 6.11 **Resolutions in writing.** A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

7. POWERS AND RESPONSIBILITIES OF THE BOARD

- 7.1 **Powers of the Corporation.** The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, make policies and procedures, and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 7.2 **Delegation.** Except as otherwise provided in the Act or these By-laws, the Board may delegate any of its powers, duties and functions.
- 7.3 **Powers of the Directors.** The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers the right to employ and pay salaries to Officers and employees. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

8. OFFICERS

- 8.1 **Officers.** The Board may designate the offices of the Corporation, appoint Officers on an as needed basis and specify their duties. The Officers shall be a chairperson of the board (the "Chairperson"), a chief executive officer, a secretary / treasurer and any such other Officers as the Board may by By-law determine. An Officer may, but need not be, a Director or Member unless this By-law No. 1 otherwise provides. Two or more offices may be held by the same person.
- 8.2 **Appointment.** Officers shall be appointed by Ordinary Resolution of the Board at the first meeting of the Board following an Annual General Meeting of Members.
- 8.3 **Term of Office.** Officers shall hold office until their resignation or until they are otherwise removed by the Directors in accordance with this By-Law No. 1.
- 8.4 **Chairperson of the Board.** The Chairperson of the Board, if one is to be appointed, shall be a Director. The Chairperson of the Board, if any, shall, when present, preside at all meetings of the Board and of the Members. The Chairperson of the Board shall have such other duties and powers as the Board may specify.
- 8.5 **Description of Offices.** Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:
- a) **Chief Executive Officer.** The Board shall appoint a Chief Executive Officer who has, on behalf of the Board, responsibility for the direction and management of the business and day-to-day operations of the Corporation and, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Chief Executive Officer shall attend all meetings of the Board and shall see that all orders and resolutions of the Board are carried into effect.
 - b) **Treasurer.** The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation and such other duties as may from time to time be directed by the Board.
 - c) **Secretary.** The Secretary, when in attendance, shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given, as and when instructed, notice of all meetings of the Members, Directors, the Public Accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall perform such other duties as may be prescribed by the Board or Chief Executive Officer, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Corporation.

The powers and duties of all other Officers shall be such as the terms of their engagement call for or the Board or Chief Executive Officer requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

- 8.6 **Absence/Incapacity of Chief Executive Officer.** If the Chief Executive Officer is absent or incapacitated or if the office of Chief Executive Officer is vacant, the Chairperson of the Board may designate any person to exercise the powers and perform the duties and functions of the Chief Executive Officer during the absence, incapacity or vacancy, but no person may be so designated for a period exceeding 90 Days without the approval of the Board.

- 8.7 **Delegation by Chief Executive Officer.** The Chief Executive Officer may delegate to any person any power, duty or function conferred on the Chief Executive Officer.
- 8.8 **Removal.** In the absence of a written agreement to the contrary, the Board may remove by Special Resolution, whether for cause or without cause, any Officer of the Corporation, at a time determined by the Board and outlined in a notice to the Officer. Unless so removed, an Officer shall hold office until the earlier of:
- a) the Officer's successor being appointed;
 - b) the Officer's resignation;
 - c) such Officer ceasing to be a Director (if a necessary qualification of appointment);
 - d) such Officer's death; or
 - e) the Officer is found by a court or a qualified medical practitioner to be of unsound mind.
- 8.9 **Directors May Delegate Duties.** In case of the absence or inability or refusal to act of any Officer or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.
- 8.10 **Resignation.** An Officer may resign from the position of Officer at any time by presenting his or her notice of resignation to the Board.

9. COMMITTEES

- 9.1 **Appointment of Committees.** The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for managing the affairs of the Corporation and may prescribe the duties of committees and may delegate any committee any of its powers, duties and functions except where prohibited by the Act or these By-laws and except that no such committee shall have the authority to:
- a) submit to the Members any question or matter requiring the approval of the Members;
 - b) fill a vacancy among the Directors or in the office of Public Accountant, or appoint additional Directors;
 - c) issue debt obligations except as authorized by the Directors;
 - d) approve any financial statements to be placed before the Members;
 - e) adopt, amend or repeal By laws; or
 - f) establish contributions to be made or dues to be paid by Members.
- 9.2 **Quorum.** A quorum for any committee will be the majority of its voting members.
- 9.3 **Terms of Reference.** The Board may establish terms of reference and operating procedures for all committees.
- 9.4 **Removal.** The Board may remove any member of any committee or dissolve any committee.

10. EXECUTION OF DOCUMENTS

- 10.1 **Authority To Sign.** Unless otherwise provided by Ordinary Resolution of the Directors, contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be jointly signed by two of the Chair, the CEO, the Director Planning and Operations and/or the Manager, Finance and Administration in accordance with the Corporate Policy and Procedure Manual of the Corporation, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by Ordinary Resolution to appoint any Officer(s) and/or Director(s) on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer(s) and/or Director(s) appointed by Ordinary Resolution of the Board. 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.
- 10.2 **Cheques, drafts and orders.** All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be jointly signed by two of the Chair, the CEO, the Director Planning and Operations and/or the Manager, Finance and Administration in accordance with the Corporate Policy and Procedure Manual of the Corporation.

11. INDEMNIFICATION

- 11.1 **Indemnity.** Subject to the provisions hereof and subsections 151(3) and (4) of the Act, 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, and his or her heirs, executors and administrators and estate and effects, respectively, against:
- a) 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 association with the Corporation or other entity; and
 - b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

The Corporation is hereby authorized to execute agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

- 11.2 **Limitation.** The Corporation may not indemnify an individual pursuant hereto unless the individual:
- 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 the individual acted as 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, the individual had reasonable grounds for believing that the individual's conduct was lawful.
- 11.3 **Insurance.** The Corporation shall purchase and maintain insurance to cover the indemnification set out in this section.

12. PUBLIC ACCOUNTANT

- 12.1 **Appointment.** At each Annual General Meeting, the Members shall appoint by Ordinary Resolution a Public Accountant to hold office until the termination of the next Annual General Meeting and to audit the accounts of the Corporation for report to the Members at the next Annual General Meeting. The Public Accountant shall hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy in the office of Public Accountant.
- 12.2 **Remuneration.** The remuneration of the Public Accountant shall be fixed by Ordinary Resolution of the Members or, if not so fixed, shall be fixed by the Directors.
- 12.3 **Removal.** The Members, by Ordinary Resolution may remove any Public Accountant, except where appointed by a court under section 186 of the Act, before the expiration of such Public Accountant's term of office and shall, by a majority of the votes cast at such meeting, appoint another Public Accountant in such Public Accountant's place for the remainder of such Public Accountant's term.
- 12.4 **Notice.** The Public Accountant (if any) is entitled to receive notice of every meeting of Members and, at the expense of the Corporation, to attend and be heard thereat on matters relating to the Public Accountant's duties.

13. AMENDMENT OF BY-LAW

- 13.1 **By-law Amendment.** Subject to the Articles and except as provided in 13.2, the Board may, by Ordinary 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.

- 13.2 **Fundamental Changes.** Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the Articles or By-laws to:
- a) change the Corporation's name;
 - b) change the province in which the Corporation's registered office is situated;
 - c) add, change or remove any restriction on the activities that the Corporation may carry on;
 - d) create a new class or group of Members;
 - e) change a condition required for being a Member;
 - f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
 - g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - h) add, change or remove a provision respecting the transfer of a membership;

- i) subject to section 133 of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;
- 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.

14. CONFLICT OF INTEREST

14.1 **Conflict of Interest.** In accordance with section 141 of the Act, a Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

15. DISSOLUTION

15.1 **Dissolution.** Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to one or more organizations in Canada carrying on similar activities.

16. DISPUTE RESOLUTION

16.1 **Dispute Resolution Mechanism.** Unless the relevant parties agree otherwise, 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 (each a "Dispute") is not resolved within 30 Days of the Corporation being notified of such Dispute by discussions between the parties to the Dispute, 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, the Dispute shall be settled by a process of dispute resolution as follows:

- a) the parties agree to submit the Dispute to mediation through the Sport Dispute Resolution Centre of Canada or its successor program (the "SDRCC") pursuant to the then-current rules of the SDRCC ("SDRCC Rules"). The mediation shall be held within 30 Days of a Request (as defined in the SDRCC Rules) being filed with the SDRCC;
- b) if the Dispute is not resolved through mediation, then the parties agree that the Dispute shall be settled by final and binding arbitration pursuant to the SDRCC Rules, and, where these rules are not applicable, the Dispute shall be resolved in accordance with the *Arbitration Act* (Ontario); and
- c) any mediation or arbitration undertaken pursuant to this section shall be held in the City of Ottawa, Ontario.

17. EFFECTIVE DATES

Initial By-laws. Subject to matters requiring a Special Resolution, this By-Law No. 1 shall be effective when made by the Board.

Adopted 23 July 2012 as per minutes of the First Directors and Members Meeting:

Motion: 2012-07D-01 (July 2012, Directors Meeting)

1. Adoption of By-laws

IT IS RESOLVED THAT:

By-law No. 1, as presented to the directors, is enacted as a by-law of the Corporation, to take effect from the incorporation of the Corporation; and

any two directors, when appointed, are authorized and directed to sign By-law No. 1 of the by-laws of the Corporation and to affix thereto the corporate seal of the Corporation, if applicable.

Motion: 2012-07M – 01 (July 2012, Members Meeting)

1. Confirmation of By-laws

IT IS RESOLVED THAT:

By-law No. 1 is successively approved, ratified, sanctioned and confirmed.

Therese Brisson, Secretary - Treasurer

Anne Merklinger, Chief Executive Officer