

**CANADIAN KENDO FEDERATION /
FÉDÉRATION KENDO DU CANADA**

GENERAL OPERATING BY-LAW NO. 1

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A by-law relating generally to the conduct of the affairs of
Canadian Kendo Federation / Fédération Kendo du Canada
(a federal corporation)
(the “Federation”)

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GENERAL OPERATING BY-LAW NO. 1

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

Canadian Kendo Federation
(a federal corporation)
(the “Federation”)

WHEREAS the Federation was incorporated by Letters Patent issued by the Minister of Consumer and Corporate Affairs on the 27th day of October, 1971;

AND WHEREAS the Federation has the promotion of Japanese kendo, iaido and jodo in Canada, on a nationwide basis as its exclusive purpose and exclusive function, and including:

- Maintaining the traditional Japanese martial arts culture of proper etiquette and self-development through rigorous training
- Fostering the technical growth of these arts amongst its instructors, competitors and recreational members alike
- Acting as the governing body of these arts in Canada as sanctioned by the International Kendo Federation (FIK)

AND WHEREAS the Corporation has applied for Articles of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the Federation to take effect in accordance with section 16.01 as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

In this By-law and all other By-laws and resolutions of the Federation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23*, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Federation.
- (c) “Board” means the board of directors of the Federation.

- (d) “By-laws” means this by-law and all other by-laws of the Federation as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Federation” means the Canadian Kendo Federation.
- (g) “Kendo” means the arts of kendo, iaido, jodo, and such other martial arts as are recognized by the Federation.
- (h) “Member” means a Club Member of the Federation as defined in Section 4.01 of the By-laws.
- (i) “Members” or “Membership” means the collective membership of the Federation.
- (j) “Officer” means an officer of the Federation.
- (k) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (m) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;

- (f) the by-laws of the Corporation will be strictly interpreted at all times in accordance with and subject to the objects contained in the Articles of the Corporation; and
- (g) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II **GENERAL**

2.01 Registered Office

The registered office of the Federation shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

2.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Federation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

SECTION III **FINANCIAL MATTERS**

3.01 Banking Arrangements

The banking business of the Federation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Federation and/or other persons as the Board may from time to time designate, direct or authorize.

3.02 Public Accountant and Level of Financial Review

The Federation shall be subject to the requirements relating to appointment of a public accountant and level of financial review required by the Act.

3.03 Annual Financial Statements

The Federation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members between 21 to 60 days before the day on which an annual meeting of members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Federation may publish a notice to the Members stating that such documents are available at the registered office of the Federation and any Member may request a copy free of charge at the registered office or by prepaid mail.

SECTION IV **CLUB MEMBERS**

4.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Federation, which shall consist of Club Members.

4.02 Admission to be a Member

Applications for Club Membership in the Federation shall be made in such form, in such manner, and according to such procedures as the Board may from time to time determine.

4.03 Duties and Rights of Members

(a) Club Members

Each Club Member shall have the following rights

- (i) the right to receive notice of meetings of Members;
- (ii) the right to appoint a Club Member Representative to attend, speak, participate and vote at meetings of Members, as more particularly provide in Section 4.04;
- (iii) the right to cast one (1) vote at all meetings of Members for its first five (5) Practitioners registered with the Club Member. Club Members will have one additional vote for each additional ten (10) Practitioners, to a maximum of three (3) votes per Club Member; and
- (iv) such additional rights and privileges as determined by the Board from time to time.

4.04 Club Member Representatives

Each Club Member shall designate in writing one (1) Club Member Representative to act on behalf of the Club Member at meetings of Members. The process for the appointment

of a Club Member Representative and notification of the Federation shall be established by Board and set out in such policies adopted from time to time.

4.05 Membership Dues

The Directors may require Members to pay annual membership dues and may determine the manner in which the dues are to be paid. Members shall be notified in writing of the membership dues, if any, at any time payable by them and shall pay the appropriate annual membership dues for their membership in the Federation within the payment period as determined by the Directors from time to time.

4.06 Termination of Membership

Membership in the Federation is terminated when:

- (a) the Club Member resigns;
- (b) the Club Member fails to pay membership dues, if applicable;
- (c) the Federation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, all rights of the Member automatically cease to exist.

SECTION V **PRACTITIONERS**

5.01 Definition of Practitioner

(a) Definition of Practitioner of the Federation

Practitioners of the Federation shall consist of persons who:

- (i) are practitioners of kendo, iaido, jodo, and such other martial arts as are recognized by the Federation; and
- (ii) are registered members of a Club Member.

Practitioners are not Members of the Federation.

(b) Admission as a Practitioner of the Federation

Applications to be a Practitioner in the Federation shall be made in such form, in such manner, and according to such procedures as the Board may from time to time determine. Proof of the qualifications of an applicant shall be made and established in such time as determined by the Board.

(c) Record of Practitioners

A record of the Practitioners of the Federation shall be kept by the secretary of the Board.

5.02 Duties and Rights of Practitioners

(a) Duties and Rights of Practitioners

A Practitioner of the Federation shall have the following duties and rights:

- (i) the duty to adhere to the policies of the Federation in place from time to time;
- (ii) the privilege to participate in the Federation's programs and sanctioned events;
- (iii) the ability to hold office in the Federation; and
- (iv) such additional rights and privileges as determined by the Board from time to time.

5.03 Practitioner Dues and Assessments

(a) Practitioner Dues

Annual dues for Practitioners will be set by the Board from time to time. Practitioners shall be notified in writing of the dues, if any, and the time the dues will be payable.

(b) Payment of Dues and Assessments

- (i) A Practitioner that has paid his or her dues and all outstanding assessments in full on or before the deadline set by the Board shall have the duties and rights thereof.
- (ii) After the deadline set by the Board, a Practitioner whose status has been terminated for failure to pay his or her dues must reapply for status as a Practitioner, together with payment of outstanding dues. The process for determining outstanding dues and reapplication as a Practitioner shall be established by the Board and set out in such policies adopted from time to time.

5.04 Termination of Practitioners

- (a) The interest of a Practitioner in the Federation is non-transferable.

- (b) A Practitioners' status shall automatically terminate upon the occurrence of any of the following:
 - (i) the Practitioner dies;
 - (ii) the Practitioner resigns;
 - (iii) the Practitioner fails to pay dues, if applicable;
 - (iv) the Club Member in which the Practitioner is registered fails to pay membership dues, if applicable; or
 - (v) the Federation is liquidated or dissolved under the Act..

SECTION VI

MEETINGS OF MEMBERS

6.01 Meeting of Members

A "meeting of Members" or "Members' meetings" shall include an annual meeting of Members and a special meeting of Members.

6.02 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the Federation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Federation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

6.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

6.04 Special Business

All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public

accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.

6.05 Notice of Meetings

- (a) Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
 - (i) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (b) Where the Federation provides notice electronically referred to in Section 6.05(a)(ii) and if a Club Member requests that notice be given by non-electronic means, the Federation shall give notice of the meeting to the Member so requested by in the manner set out in Section 6.05(a)(i).
- (c) Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Federation during a period of 21 to 60 days before the day on which the meeting is to be held.
- (d) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act.

6.06 Proposals at Annual Meetings

Subject to compliance with the Act, a Member entitled to vote at an annual meeting through a Club Member Representative may submit to the Federation notice of any matter that the Member proposes to raise at that annual meeting. A proposal that includes nominations for the election of directors must be signed by at least two (2) of the Members entitled to vote at that meeting. The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the meeting.

6.07 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any

such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.08 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Federation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Federation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

6.09 Chairperson of the Meeting

The chairperson of Members' meetings shall be the president of the Board or the vice-president of the Board if the president of the Board is absent or unable to act. In the event that the president of the Board and the vice-president of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

6.10 Quorum

- (a) A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 1/3rd of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- (b) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (c) For the purpose of determining quorum, a Member may be present in person, by proxy or, by telephonic and/or by other electronic means.

6.11 Participation at Meetings by Electronic Means

If the Federation 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 and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

6.12 Meeting Held by Electronic Means

Notwithstanding Section 6.11, if the Directors or Members of the Federation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting 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.

6.13 Voting by Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in Section 6.11 and Section 6.12 is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Federation without it being possible for the Federation to identify how each Member voted.

6.14 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.

6.15 Show of Hands

Subject to the Act and except in the case of a meeting held by electronic means, any question at a meeting of members shall be decided by a show of hands unless a ballot has been demanded or required. A declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Federation makes available such a communication facility.

6.16 Ballots

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any member or proxyholder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the members on the question.

6.17 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Federation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Federation without it being possible for the Federation to identify how each member voted.

6.18 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Club Member Representative but must be a Practitioner, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing executed by the Member or such Member's attorney and shall conform with the requirements of the Regulations. Votes by proxy shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs.

6.19 Resolution in Lieu of Meeting

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,

unless a written statement is submitted to the Federation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the members shall be kept with the minutes of meetings of Members.

6.20 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

6.21 Adjournment

The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate number of days that is more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION VII **DIRECTORS**

7.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Federation.

7.02 Number

The Board shall consist of the minimum and maximum number of directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors. At least two of the Directors must not be Officers or employees of the Federation or its affiliates.

7.03 Qualifications

Each Director shall be an individual who is not less than 25 years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a Director. A Director must be in full agreement with the governing documents of the Federation. A Director need not be a Practitioner. In addition, a Director shall not be an "ineligible individual" as defined in the *Income Tax Act*

(Canada), and any statute or regulations substituted therefor, as amended from time to time.

7.04 Board Composition

The Board may adopt policies from time to time to govern the composition of the Board.

7.05 Election and Term

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required. The Directors' term of office shall be three (3) years calculated from the date of the meeting at which they are elected until the close of the third (3rd) annual meeting next following or until their successors are elected.
- (b) As much as possible, the Directors shall be elected and shall retire in rotation every three (3) years.
- (c) A Director not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Director's election. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) A Director will be eligible for re-election to the Board at the end of his or her term on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director.

7.06 Consent

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) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office if such person is present at the meeting when the election or appointment takes place,
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment takes place or within ten (10) days after it, or
- (c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director after the election or appointment.

7.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with Section 7.09, or no longer fulfils all of the

qualifications to be a Director set out in Section 7.03 as determined in the sole discretion of the Board.

7.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Federation or at the time specified in the resignation, whichever is later.

7.09 Removal

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

7.10 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

7.11 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director shall not be prohibited from receiving compensation for services provided to the Federation in another capacity.

SECTION VIII
MEETINGS OF DIRECTORS

8.01 Place of Meetings

Meetings of the Board may be held at the head office of the Federation or at any other place within or outside of Canada, as the Board may determine.

8.02 Calling of Meetings

Meetings of the Board may be called by the president of the Board, the vice-president of the Board or by a majority of the Board.

8.03 Notice of Meeting

- (a) Notice of a meeting of Directors shall be given to each Director at least fourteen (14) days before the day on which the meeting is to be held if transmitted by mail, courier or personal delivery, or at least seven (7) days before the day on which the meeting is to be held if transmitted by electronic means;
- (b) Urgent additional meetings may be called by the Chair on forty-eight (48) hours notice by any of the above means except by mail.
- (c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. 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) of the Act that is to be dealt with at the meeting.

8.04 Waiver of Notice

- (a) Notice of any meeting of Directors may be waived by any Director.
- (b) Attendance of a Director at a meeting constitutes a waiver of notice of the meeting unless the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.05 No Alternate Directors

No person shall act for an absent Director at a Board meeting.

8.06 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular

meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

8.07 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 7.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

8.08 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

8.09 Meeting Held Entirely by Electronic Means

The president of the Board, when calling a meeting of Directors, may determine that the meeting shall be held, in accordance with the requirements of the Act, if any, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.10 Chairperson of the Meeting

The chairperson of Board meetings shall be the president of the Board, or the vice-president of the Board if the president of the Board is absent or unable to act. In the event that the chair of the Board and the vice-president of the Board are absent, the Directors who are present shall choose one of their number to chair the meeting.

8.11 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

8.12 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or of a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Federation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

8.13 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent by registered mail or delivers it to the registered office of the Federation.

8.14 Resolutions in Writing

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

8.15 Disclosure of Interest

- (a) Disclosure
 - (i) Pursuant to the Act, a Director of the Federation shall disclose, at the time and in the manner required by the Act, in writing to the Federation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Federation if the director:
 - (1) is a party to the contract or transaction;

- (2) is a Director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (3) has a material interest in a party to the contract or transaction.

(b) Material Interest

In this Section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(c) Procedure Where Disclosure

The chairperson of Board meetings shall request any Director who has made a disclosure referred to in Section 8.15(a) to absent himself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

8.16 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Federation.

8.17 Delegation

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

8.18 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

SECTION IX

OFFICERS

9.01 Appointment

The Board may designate the offices of the Federation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Federation. A Director may be appointed to any office of the Federation. An officer may or may not be a Practitioner depending on the Office being held and defined by the Board from time to time. An Officer may, but need not be, a Director unless this By-law otherwise provides.

9.02 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 Federation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - If appointed, the president shall be the chief executive officer of the Federation and shall be responsible for implementing the strategic plans and policies of the Federation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Federation. The president shall see that all orders and resolutions of the Board are carried into effect. The president shall chair all meetings of the Board and all other meetings of the Members. The President may select another Director or Officer to preside over any meeting.
- (b) **Vice-President** - The vice-president of the Board, if one is to be appointed, shall if the president of the Board is absent or is unable or refuses to act, the vice-president of the Board, if any, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members. The vice-president shall, in the case of death or resignation of the president, become president until the Board appoints a successor.
- (c) **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall enter or cause to be entered in the Federation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to 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 Federation.
- (d) **Treasurer** - The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money,

the safekeeping of securities and the disbursement of funds of the Federation; whenever required, the treasurer shall render to the Board an account of all such person's transactions as treasurer and of the financial position of the Federation.

The duties of all other Officers of the Federation shall be such as the terms of their engagement call for or the Board or the president 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.

9.03 Term of Office

Officers shall hold their position for a period of three (3) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

9.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Federation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the expiry of the then current term of office;
- (b) the Officer's successor being appointed;
- (c) the Officer's resignation;
- (d) such Officer becomes an "ineligible individual" as defined in the *Income Tax Act* (Canada), and any statute or regulations substituted therefor, as amended from time to time; or
- (e) such Officer's death,

whichever shall first occur. If the office of any Officer of the Federation shall be or become vacant, the Board may appoint a person to fill such vacancy.

9.05 Disclosure (Conflict of Interest)

- (a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Federation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 8.15.
- (b) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Federation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 8.15.

- (c) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Federation's affairs would not require approval by the Board or Members.

SECTION X **REGIONAL ASSOCIATIONS**

10.01 Regional Associations

Regional Associations may be organized where there is a sufficient number of Club Members in good standing. The jurisdictional territory and governance of the Regional Associations shall be established by Board and set out in such policies adopted from time to time.

SECTION XI **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

11.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Federation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Federation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Federation.

11.02 Limitation of Liability

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Federation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Federation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Federation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Federation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

11.03 Indemnity of Directors and Officers

Subject to the Act, the Federation may indemnify a Director or Officer of the Federation, a former Director or Officer of the Federation or another individual who acts or acted at the Federation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Federation 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 Federation'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 their conduct was lawful.

The Federation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

11.04 Insurance

Subject to the Act, the Federation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Federation pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Federation; or
- (b) in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Federation's request;

11.05 Advances

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Federation is liable to indemnify a Director or Officer pursuant to this By-law, the Federation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Federation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

SECTION XII

NOTICES

12.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Federation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Federation in accordance with the Act and received by Federations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

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

12.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

12.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Federation shall not be required to give any further notices to such Member until such Member informs the Federation in writing of his or her new address.

12.04 Omissions and Errors

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

12.05 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XIII DOCUMENTS IN ELECTRONIC FORM

13.01 Provision of Documents in Electronic Form

Any requirement under the Act or the By-laws to provide a person with a notice, document or other information may be satisfied by the provision of an electronic document, provided that:

- (a) the addressee has consented, in the manner prescribed by the Regulations, if any, and has designated an information system for the receipt of electronic documents; and
- (b) either the electronic document is provided to the designated information system or any other action prescribed by the Regulations is taken.

An addressee may revoke the consent referred to in Section 13.01(a) in any manner prescribed by the Regulations. Nothing in this Section shall require a person to create or otherwise provide an electronic document.

13.02 Where Documents to be Created in Writing

Where the Act or the By-laws expressly require that a notice, document or other information be created in writing, such requirement shall be satisfied by the creation of an electronic document provided that, in addition to the conditions set out in Section 13.01, the information in the electronic document is accessible so as to be usable for subsequent reference, and any other requirements of the Regulations have been complied with.

SECTION XIV POLICIES

14.01 Board Policies

The Board may adopt, amend, or repeal such board policies that are not inconsistent with By-laws of the Federation relating to the management and operation of the Federation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION XV AMENDMENTS

15.01 Amendment of Articles

The Articles of the Federation may only be amended by at least two-thirds (2/3rds) of the votes cast at a Board meeting called for that purpose and sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

15.02 Amendment of By-laws

The Board may from time to time enact By-laws relating in any way to the Federation or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but, pursuant to the Articles of the Federation, no By-law shall be effective until sanctioned by a Special Resolution of the Members.

SECTION XVI EFFECTIVE DATE

16.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Federation this 9th day of June, 2012.



President



Secretary

CONFIRMED by the Members of the Federation this 24th day of November, 2012.



Secretary