



FEMMES ET SPORT AU CANADA CANADIAN WOMEN & SPORT

CANADIAN WOMEN & SPORT

BYLAWS

General

1. Name - These Bylaws relate to the general conduct of the affairs of *Canadian Women and Sport*, a Canadian Corporation.
2. Definitions - The following terms have these meanings in these Bylaws:
 - a) *Act* – the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
 - b) *Annual Meeting* – the annual meeting of the Members;
 - c) *Articles* – the restated articles of continuance of the Corporation;
 - d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
 - e) *Board* – the Board of Directors of the Corporation;
 - f) *Corporation* – Canadian Women and Sport;
 - g) *Days* – total days including of weekends and holidays;
 - h) *Director* – an individual elected to serve on the Board pursuant to these Bylaws;
 - i) *Member* – those persons meeting the definition of member as defined within these Bylaws;
 - j) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws;
 - k) *Ordinary Resolution* – a resolution passed by the majority of votes cast on that resolution;
 - l) *Special Resolution* – a resolution passed by a majority of not less than two thirds of the votes cast on that resolution; and
3. Subject to Act – These Bylaws are subject to the Act. If there is any conflict or inconsistency between any provision of the Act and any clause of these Bylaws, the provision of the Act will take precedence.
4. No Profit for Members - The business and affairs of the Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.
5. Interpretation - Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles.
6. Language - Words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

7. Official Language - These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

Membership

8. Categories of Member - The Corporation has two classes of Members:
 - a) Class A members are those persons who are currently Directors of the Corporation, and
 - b) Class B members are those persons who are not currently Directors of the Corporation, but who were in office as a Director at any one of the previous four Annual Meetings of the Corporation.
9. Conduct - Each Member agrees to abide by the Corporation's Bylaws, policies, procedures, rules and regulations.
10. Transfer - Membership is not transferable.
11. Dues - Membership dues will be determined from time to time by the Board.
12. Termination - Membership in the Corporation is terminated when:
 - a) The Member no longer meets the definition of Members set out in Section 8.
 - b) The Member resigns from the Corporation by giving written notice to the Chair, in which case the resignation becomes effective on the date specified in the notice.
 - c) The Corporation is wound-up or dissolved under the Act.

Meetings of Members

13. Meetings - Meetings of Members will include Annual Meetings and Special Meetings.
14. Special Meetings - A Special Meeting of the Members may be called at any time by the Board or upon the written requisition of Members holding five percent of the total Members' votes. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.
15. Timing of Meetings - The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within 15 months of the last Annual Meeting but not later than six months after the end of the Corporation's preceding financial year.
16. Meeting by Electronic Means - A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
17. Participation - Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
18. Notice - Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held; or
 - b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held.
- 19. Attendance - Persons entitled to be present at a meeting of Members are those entitled to vote, the Directors, the Auditor and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members at the Meeting.
- 20. Adjournment - Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 21. Quorum - Quorum for a Meeting of Members will be a majority of Class A Members.
- 22. Voting - Each Member is entitled to one vote. There will be no proxy voting. Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret ballot is requested by a Member. Except as otherwise provided in the Act or these Bylaws, the majority of votes cast will decide each issue. In the case of a tie, the vote is defeated.

Governance

- 23. Composition - The Board will consist of between seven (7) and nine (9) Directors, as follows:
 - a) A Chair,
 - b) A Vice-Chair
 - c) Up to seven (7) Directors-at-Large
- 24. Vice-Chair – The individual serving as Chair-Elect when these Bylaws are adopted, if any, will maintain the current term limit of that office but will become the Corporation's Vice-Chair.
- 25. Eligibility - Any person, who is 18 years of age or older may be nominated for election as a Director provided that person has the power under Canadian law to contract, has not been declared mentally incompetent to manage his or her own affairs by a court in Canada or in another country, does not have the status of bankrupt, and has not been convicted of committing a Serious Criminal Offence which means an indictable offence under the Criminal Code and those offenses involving sexual immorality, obstruction of justice, possession or trafficking or export or production of narcotics, impaired driving causing bodily harm or death, theft or fraud over \$5,000, robbery, extortion, assault, or sexual assault.
- 26. Nomination - Any nomination of an individual for election must include the consent of the individual and the individual's curriculum vitae, must have the endorsement of the Nominating Committee, and must be submitted to the Chief Executive Officer of the Corporation 30 days prior to the Annual Meeting.

27. Distribution of Nominations - Nominations will be circulated to the Members 21 days prior to the Annual Meeting, and elections will take place by electronic ballot which will be cast by Members in the 7 day period leading up to and ending at noon on the day before the Annual Meeting. The election results will be announced at the Annual Meeting. The Corporation will ensure that electronic ballots are cast anonymously.
28. Elections - Elections for each non-Director-at-Large position will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by Ordinary Resolution.
 - b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.
29. Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
 - b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.
30. Term - Directors will hold office for a term of two years and will hold office until their successors have been duly elected in accordance with the Bylaws, unless they resign, are removed from or vacate their office.
31. Term Limits – Directors may not serve more than three (3) consecutive terms.
32. Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board.
33. Vacancy of Directors - The office of any Director will be vacated automatically if the Director:
- a) Is found by a court to be of unsound mind;
 - b) Becomes bankrupt, suspends payment, compounds with creditors, makes unauthorized assignment, or is declared insolvent;
 - c) Is convicted of a Serious Criminal Offense as defined in Section 24; or
 - d) Dies.
34. Removal of Directors - A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.

35. Suspension - A Director may be suspended, pending the outcome of a discipline hearing, by a Special Resolution of the Board at a Board meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.
36. Filling a Vacancy - Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until the next Annual Meeting of Members. If there is a further year remaining on the vacant position's term of office, an election will be held to fill the remainder of the term.
37. Meeting of the Board - The Chair or any three Directors may call a meeting of the Board.
38. Notice of Meetings of the Board - Notice of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors who are absent consent to the meeting being held in their absence.
39. Quorum at Meetings of the Board - At any meeting of the Board, quorum will be a majority of Directors holding office.
40. Voting at Meetings of the Board - Each Director in attendance or participating in a meeting of Directors is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot. Resolutions are passed by Ordinary Resolution.
41. Meetings of the Board by Electronic Means - A meeting of Directors may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
42. Powers of the Board - Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:
 - a) Approve the vision, mission, values and strategic direction of the Corporation;
 - b) Approve policies and procedures to deliver the programs and services of the Corporation;
 - c) Provide continuity for the Corporation by overseeing its financial health;
 - d) Engage under employment contract a Chief Executive Officer to manage and oversee the operations of the Corporation;
 - e) Ensure positive relationships with stakeholders; and
 - f) Perform any other duties from time to time as may be in the best interests of the Corporation.

Officers

43. Officers - The Officers of the Corporation are the Chair, Vice-Chair, and Chief Executive Officer. The Board may also appoint a Secretary and/or Treasurer on an annual basis and such persons need not be a Member or a Director. If appointed, the Secretary and Treasurer roles may be filled by one person.
44. Duties of the Chair - The *Chair* will be responsible for the general supervision of the affairs of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be responsible for the operation of the Board, will be the

official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.

45. Duties of the Vice-Chair - The *Vice-Chair* will assume the duties of the Chair in the absence, inability or refusal to act of the Chair, will perform the duties of the Secretary if a Secretary is not appointed, and will perform such other duties as may from time to time be established by the Board.
46. Duties of the Secretary - The *Secretary*, when appointed, will have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. The Secretary will give, or cause to be given, notices of all meetings of the Members and of the Board, will certify all documents of the Corporation which require certification, and will perform such other duties as may from time to time be established by the Board.
47. Duties of the Treasurer - The *Treasurer* will see that proper accounting records as required by the Act are kept, will be the Chair of the Finance and Audit Committee, will cause to be deposited all monies received by the Corporation into the Corporation's bank account, when requested will provide the Board with an account of financial transactions and the financial position of the Corporation, and will perform such other duties as may from time to time be established by the Board.
48. Duties of the CEO - The *CEO* is the Chief Executive Officer of the Corporation and will be responsible for the daily operation of the Corporation and the supervision of staff and other representatives of the Corporation, per the terms of his or her employment agreement.

Committees

49. Appointment - The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws. At a minimum, the Corporation will have a Finance and Audit Committee and a Nominating Committee.
50. Quorum - A quorum for any Committee will be the majority of its members.
51. Terms of Reference - The Board will establish the terms of reference for all Committees.
52. Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term. The Board may remove any member of any Committee.
53. Chair as Ex-Officio - The Chair will be an ex-officio and non-voting member of all Committees of the Corporation.

Conflict of Interest

54. Conflict of Interest - In accordance with 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 the Corporation's Conflict of Interest Policy 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.

Finance

55. Fiscal Year - The fiscal year of the Corporation will be April 1 to March 31, or such other period as the Board may from time to time determine.
56. Banking - The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
57. Financial Statements - The Corporation will send to the Members a copy of the annual financial statements before the Annual Meeting pursuant to the notice provisions set out in these Bylaws.
58. Books and Records - The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the Corporation will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.
59. Signing Authority - The Chair, Vice-Chair, and Chief Executive Officer will have authority to sign for and on behalf of the Corporation all instruments and contracts. The Board may establish different signing authorities for cheques and other banking documents as it deems appropriate. From time to time the Board may, by resolution, appoint a Director or Officer to sign a specific instrument or contract on behalf of the Corporation. Any instruments or contracts so signed will be binding upon the Corporation without any further authorization or formality.
60. Purchasing - 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.
61. Borrowing - The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.
62. No Remuneration - All Directors, Officers who are not employed by the Corporation, and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or Members of Committees may be paid reasonable expenses incurred by them in the performance of their duties.

Amendment of Bylaws

63. Amendment - Except for the items set out in Section 64, these Bylaws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the Bylaw, amendment or repeal. The Bylaw, amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

Fundamental Changes

64. Fundamental Changes - In accordance with the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Corporation:
- 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) Increase or decrease the number of — or the minimum or maximum number of directors;
 - j) Change the statement of the purpose of the Corporation;
 - k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - m) Change the method of voting by Members not in attendance at a meeting of Members; or
 - n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

Notice

65. Type of Notice - In these Bylaws, written notice will mean notice which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be.
66. Date of Notice - Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or five days after the date that notice is mailed.
67. Omission of Notice - The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

Indemnification

68. Indemnification - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, his or her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer. The Corporation will maintain Directors and Officers liability insurance.

69. No Indemnification - The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

Adoption of these Bylaws

70. Ratification - These Bylaws were ratified by a Special Resolution of the Members of the Corporation at a meeting of Members duly called and held on December 5, 2019.
71. Repeal of Previous Bylaws - In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.