

**CANADIAN MASTERS ATHLETICS / VÉTÉRANS CANADIENS EN ATHLÉTISME
BY-LAW NUMBER 1**

BE IT ENACTED as a by-law of Canadian Masters Athletics / Vétérans canadiens en athlétisme (the "Corporation"), which was incorporated under the *Corporations Act* (Ontario) (the "Act"), as follows:

PART 1 - CONDITIONS OF MEMBERSHIP

1.1 Membership. Membership in the Corporation shall be limited to (a) persons who participate in and/or train for the sport of track and field, road racing and cross country running ("Athletics"), and (b) persons interested in furthering the objects of the Corporation, and shall be divided into the following categories:

a) Regular. Regular membership shall be open to any person thirty (30) years of age or over whose application for admission as a regular member has received the approval of the board of directors of the Corporation. Regular members shall be entitled to attend and vote at member meetings.

b) Affiliate. Affiliate membership shall be open to any person or organization, whose application for admission as an affiliate member has received the approval of the board of directors of the Corporation. Affiliate members shall be entitled to attend but not entitled to vote at member meetings.

c) Life. Life membership shall be open to any person who is chosen by the board of directors from time to time as having (a) achieved outstanding performances in the sport of Athletics as a Regular member; and/or (b) made a significant contribution to the Corporation and/or the furthering of its objects. Life members shall be entitled to attend and vote at member meetings.

1.2 Dues. The board of directors (the "Board") shall, by resolution, establish the membership fees payable by members from time to time. Notwithstanding the foregoing, Life members shall not be required to pay any membership fees.

1.3 Resignation of Membership. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation, by lodging a copy of the same with the Secretary of the Corporation.

1.4 Termination of Membership. The membership in the Corporation of any member may be terminated by a vote of 2/3 of the directors voting at a meeting of the Board duly called for such purpose, provided that any such member shall be granted an opportunity to be heard at such meeting.

1.5 Terms and Conditions of Membership. The Board may, from time to time, establish such other terms and conditions of membership in the Corporation as they deem appropriate.

PART 2 - BOARD OF DIRECTORS

2.1 Number of Directors, Quorum and Qualifications. The property and business of the Corporation shall be managed by the Board, consisting of twenty (20) directors, of whom forty percent (40%) shall constitute a quorum. Regular and Life members shall elect ten (10) Board members. Each provincial and territorial branch of Athletics Canada shall have the right to appoint one (1) Board member so long as either (a) said provincial or territorial branch of Athletics Canada has entered into, and is not in default under, an agreement with the Corporation in respect of combined membership and fee arrangements, or (b) Athletics Canada has entered into such an agreement, such branch has agreed to operate under the terms of that agreement, and such branch is not in default thereunder. For greater certainty, in the event that more than ten (10) branches of Athletics Canada are operating under agreements with the Corporation in respect of combined membership and fee arrangements, the tenth and all later branches operating under such agreements shall jointly appoint the tenth Board member, or rotate the privilege of appointing a Board member in each year between said branches, as such branches shall determine by instrument in writing signed by each branch and delivered to the Secretary of the Corporation prior to the appointment. If less than ten (10) branches of Athletics Canada are so qualified to appoint a Director, the Board may appoint Directors to represent provinces which are not so qualified. Directors must be individuals who are at least thirty (30) years of age with power under law to

contract. Directors must be Regular or Life members of the Corporation prior to the time of their election or appointment as directors and at all times during which they serve as directors.

2.2 First Directors. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board shall continue until their successors are elected. At the first meeting of members, the Board then elected shall replace the first directors named in the Letters Patent of the Corporation.

2.3 Election and Term. Directors elected by Regular and Life members shall be elected for a term of three (3) years. Approximately one-third (1/3) of directors elected by Regular and Life members shall retire each year to facilitate a rotating Board. To establish the rotating Board, the directors elected by Regular and Life members at the first annual meeting of members will serve staggered terms, with three (3) of said directors serving for a one (1) year term, four (4) of said directors serving for a two (2) year term, and three (3) of said directors serving for a three (3) year term. Persons elected as directors by Regular and Life members shall be eligible for election for successive terms. Directors appointed by eligible branches of Athletics Canada shall serve for a term of one (1) year, and shall be eligible for reappointment for successive terms.

2.4 Vacancies. The office of director shall be automatically vacated:

- (a) if the director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the director is found by a court to be of unsound mind;
- (c) if the director becomes bankrupt;
- (d) if, at a special general meeting of members at which the director was given an opportunity to be heard, a resolution is passed by two-thirds (2/3) of the votes cast by the members present in person or voting by ballot at the meeting, that the director be removed from office;
- (e) if, at a meeting of the Board at which the director was given an opportunity to be heard, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members of the Board at such meeting, that the director be removed from office; or
- (f) on the death of the director;

provided that, if any vacancy shall occur for any reason contained in this paragraph, and if a quorum of directors remains in office, the Board by majority vote may, by appointment, fill the vacancy with a qualified person, who shall complete the term of the office of the director which has been vacated. Notwithstanding the foregoing, any vacancy created by the departure of a director appointed by an eligible branch of Athletics Canada may be filled only in accordance with the provisions of paragraph 2.1 hereof. If an Athletics Canada branch which has appointed a director defaults on the membership agreement with the Corporation, cancels such agreement or in any other way no longer agrees to operate under such agreement, the director who was appointed by such branch may be removed from such office by a resolution of the directors.

2.5 Retiring Director. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which such retirement is effective.

2.6 Notice and Place of Board Meetings. Meetings of the Board may be held at any time and place determined by a majority of the directors or by the President and the Secretary jointly, provided that forty-eight (48) hours written notice of such meeting shall be given by fax, email or personal delivery to each director. Notice may be sent by mail provided it is sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

2.7 Board Meetings by Teleconference. A director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other electronic communications facilities to which all directors

have equal access and as permit all persons participating in the meeting to hear and communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

At the commencement of each such meeting the Secretary of the meeting will record the names of those persons in attendance in person or by electronic communications facilities and the Chair will determine whether a quorum is present. The Chair of each such meeting shall determine the method of recording votes thereat, provided that any director present may require all persons present to declare their votes individually. The Board shall take such reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

2.8 Resolutions. Resolutions will be passed by a majority vote of the directors present at each Board meeting by an oral vote recorded by the Secretary, unless the Act or these by-laws otherwise provide. The Chair of each meeting will have one vote on each resolution and, in the case of a tie vote, the resolution will be defeated.

2.9 Remuneration of Directors. The Board shall serve as such without remuneration from the Corporation and no directors shall directly or indirectly receive any profit from their position as such, provided that directors shall be reimbursed for reasonable expenses incurred by them in the performance of their duties, as determined by the Board .

2.10 Agents and Employees. The Board may appoint such agents and engage such employees or volunteers 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.

2.11 Mail Ballots for Election of Directors and Officers. At any meeting of members at which voting will take place for the election of directors or officers, members who do not attend such meeting may vote by mail ballot for such election. The form of mail ballot shall be attached to the notice of meeting and the notice shall specify that the mail ballot must be completed, signed by the member and received by the Secretary of the Corporation (at the address specified) no later than the close of business on the second day preceding the meeting at which the member wishes to record his or her vote. Any votes received by mail ballot after that time shall not be counted for the purposes of the meeting. All background material available to members at the meeting must be made available in advance to members exercising their vote by mail ballot. A member using a mail ballot is not considered to be in attendance at the meeting.

PART 3 - INTEREST OF DIRECTORS IN CONTRACTS

3.1 Conflict of Interest.

(a) Any director of the Corporation who:

- (i) is a party to a contract or proposed contract with the Corporation, or
- (ii) is a director or officer of or has a interest in any body corporate or business firm who is a party to a contract or proposed contract with the Corporation,

shall:

- (iii) disclose in writing at the directors' meeting or have entered in the minutes, the nature and extent of such director's interest in such contract or proposed contract with the Corporation;
- (iv) physically remove himself or herself from the meeting room during all debate and voting on any matter in which the director has an interest; and
- (v) to the extent possible, advise the Chair in advance of the meeting of the conflict.

(b) The disclosure required by (a) above, shall be made:

- (i) at the Board meeting at which a proposed contract is first considered;
- (ii) if the director was not then interested in a proposed contract, at the first Board meeting after such director becomes so interested; or
- (iii) if the director becomes interested after a contract is made, at the first Board meeting held after the director becomes so interested.

- (c) If a contract or a proposed contract is one that, in the ordinary course of carrying on the Corporation's non-pecuniary purpose or purposes, would not require approval by the directors or members, a director shall disclose in writing the nature and extent of the director's interest at the first directors' meeting held after the director becomes aware of the contract or proposed contract.
- (d) A director referred to in sub-paragraph (a) above is liable to account for any profit made on the contract by the director or by a corporate entity or business firm in which the director has a material interest, unless
 - (i) the director disclosed the director's interest in accordance with sub-paragraphs (b) or (c) above or (f) below;
 - (ii) after such disclosure the contract was approved by the directors or members; and
 - (iii) the contract was reasonable and fair to the Corporation at the time it was approved;provided that a director who has made a declaration of the director's interest in a contract or a proposed contract and has not voted in respect of such contract contrary to the prohibition contained in sub-paragraph (e) below, if such prohibition applies, is not accountable to the Corporation or any of its members or creditors by reason only of such director holding that office or of the fiduciary relationship thereby established, for any profit realized by such contract.
- (e) A director referred to in sub-paragraph (a) above shall not vote on any resolution to approve the contract, unless the contract is an arrangement by way of security for money lent to or obligations undertaken by the director for the benefit of the Corporation.
- (f) For the purposes of this paragraph 3.1, a general written notice to the Board by a director declaring that the person is a director or officer of or has an interest in a body corporate or business firm and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (g) A contract is not void by reason only of the failure of a director to comply with the provisions of this paragraph 3.1 but the court may upon the application of the Corporation or a member, set aside a contract in respect of which a director has failed to comply with the provisions of this paragraph 3.1, and the court may make any further order it thinks fit.

PART 4 - PROTECTION OF OFFICERS AND DIRECTORS

4.1 For the Protection of Directors and Officers. Any director or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such director's or officer's respective office unless such occurrence is as a result of such director's or officer's own wilful neglect or default.

4.2 Insurance. If the Board so authorizes, the Corporation may purchase and maintain insurance for a director or officer of the Corporation against any liability incurred by the director or officer, in the capacity as a director or officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

PART 5 - INDEMNITIES TO DIRECTORS AND OTHERS

5.1 Indemnities to Directors and officers. Every director and officer of the Corporation, and their heirs, executors, administrators, legal representatives, estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- (a) all costs, charges and expenses whatsoever such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in

respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and/or

- (b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Corporation; and
- (c) except such costs, charges and expenses as are occasioned by his or her own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

PART 6 - POWERS OF DIRECTORS

6.1 **Powers.** 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 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.

6.2 **Committees.** The Board may appoint committees, whose members will hold their offices at the will of the Board. The members of any committee need not be directors of the Corporation. The Board shall determine the duties of such committees, and appoint Chairs for such committees, or authorize the members of such committees to appoint Chairs.

6.3 **Expenditures.** The Board 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 of the Corporation the right to employ and pay salaries to employees on behalf of the Corporation.

6.4 **Fund Raising.** The Board shall 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.

PART 7 - OFFICERS

7.1 **Elected Officers.** At each annual meeting of members, the following officers of the Corporation will be elected by resolution of the members from among the directors elected by the Regular and Life members who will be directors as at the close of business of such meeting: President; Vice-President, Stadia; Vice-President, Non-Stadia; Secretary and Treasurer ("Elected Officers"). A person may hold more than one office. Only directors who have agreed in advance, and about whom their names and detailed descriptions were contained in or accompanied the notice of the meeting, are eligible for election as Elected Officers, unless none of such persons have been elected as directors at such meeting, in which case members may be nominated from the floor for such Elected Officer positions.

7.2 **Appointed Officers.** The Board may appoint such other officers as they may by resolution determine ("Appointed Officers"), at the first meeting of the Board following the annual meeting of members in which the directors are elected, or at such other meeting as the Board may determine, from among the directors elected by the Regular and Life members who are directors at such time. A person may hold more than one office.

7.3 **Term and Removal of Officers.** The officers of the Corporation shall hold office until the earlier of the next annual meeting of members (for Elected Officers only), the first Board meeting following the next annual meeting of members (for Appointed Officers only), the date they resign, the date they are removed and the date their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

7.4 **Remuneration of Officers.** The remuneration, if any, of all officers shall be determined from time to time by resolution of the Board. The fact that any officer or employee is a director or member of the Corporation shall not disqualify the officer or employee from receiving such remuneration as an officer or employee as may be determined.

PART 8 - DUTIES OF OFFICERS

8.1 **President.** The President shall be the chief executive officer of the Corporation, shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the members and of the Board.

8.2 Vice-President, Stadia. The Vice-President, Stadia shall be responsible, on behalf of and under the direction of the Board, for all of the activities of the Corporation pertaining to the organization, sanction and promotion of Athletics activities, including championships, which take place in a stadium, consisting of indoor and outdoor track and field, including race walks, and including all arrangements with the organizers of such activities, and decisions on the events to be included within such activities.

8.3 Vice-President, Non-Stadia. The Vice-President, Non-Stadia shall be responsible, on behalf of and under the direction of the Board, for all of the activities of the Corporation pertaining to the organization, sanction and promotion of Athletics activities, including championships, which do not take place in a stadium, consisting of road racing, road race walks and cross country running, including all arrangements with the organizers of such activities, and decisions on the events to be included within such activities.

8.4 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 in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and the Board, at meetings of the Board or whenever they may require it, and to the members at the annual meeting, accountings of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

8.5 Secretary. The Secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings of the Board and members 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 notice of all meetings of the members and of the Board and shall perform such other duties as may be prescribed by the Board or by the President, who shall supervise the Secretary.

8.6 Duties of Other Officers. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

PART 9 - EXECUTION OF DOCUMENTS

9.1 Execution of Documents. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers or directors or a combination thereof and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint persons on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

PART 10 - MEMBERS' MEETINGS

10.1 Time and Place of Meetings. Meetings of the members shall be held at least once a year, within a period of three (3) months following the end of the Corporation's year, or more often if necessary at the head office of the Corporation or at any place in Ontario as the Board may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.

10.2 Annual Meetings. At every annual meeting, in addition to any other business that may be transacted, directors and officers shall be elected, and the report of the directors and the financial statement shall be presented. In addition, if the Board has by resolution agreed that the Corporation shall appoint auditors, the report of such auditors shall be presented, and auditors shall be appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

10.3 Other Meetings. The Board shall have the power to call, at any time, a meeting of the members of the Corporation. The Board shall call a special meeting of members upon receipt of a written requisition of members carrying not less than five percent (5%) of the voting rights, with an indication of the specific business that is requested

to be transacted at such meeting, provided that the Board by resolution concludes that such request is not frivolous, and that such business could not have been reasonably carried out at the most recent annual meeting, or could not reasonably be carried out at the next annual meeting.

10.4 Quorum. The lesser of three percent (3%) or thirty (30) of the members entitled to vote at a meeting of members will constitute a quorum at any meeting of members, if present in person at such meeting. No business shall be transacted at any meeting of members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

10.5 Resolutions. Resolutions will be passed by a majority vote of the members present at the meeting, by an oral vote recorded by the Secretary, unless the Act or these by-laws otherwise provide. The Chair of any meeting of members will have one (1) vote on each resolution and, in the case of a tie vote, the resolution will be defeated. Voting on the election of directors or officers, and on any other issue for which the Board has determined that mail ballots must be used, will include any mail ballots which have been received by the Corporation, in accordance with paragraph 2.11 hereof.

10.6 Notice. A minimum of twenty-one (21) days' written or electronic notice shall be given to each voting member of any meeting of members. The notice or accompanying materials pertaining to any meeting where special business will be transacted must contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. The notice or accompanying materials pertaining to any meeting of members at which directors or officers are to be elected must provide the names and detailed information about all persons who will be standing for election for such positions, and must also state that the member has the right to vote for directors and officers by mail ballots. A form of mail ballot must accompany the notice of any meeting of members at which directors or officers are to be elected, and must contain such instructions as to who are standing for election, how the member is able to vote, and the address to which the member must forward the completed ballot in order to be counted in the election.

10.7 Voting of Members and Ballots. Each voting member present in person at a meeting shall have the right to exercise one vote. A member may, by means of a mail ballot, vote on the election of directors and officers, which ballots must be counted as voted by such member. Mail ballots may be used in other circumstances determined by the Board, provided there is a specific issue that can be described and voted upon. In order to be valid, a ballot must be signed by the member, must be received by the Corporation no later than the close of business on the second day preceding the meeting, and the member must not be present at the meeting. If a ballot is received from a member and the member attends the meeting, the ballot must be removed. A ballot which is voted contrary to the instructions provided upon or with it, or voted for more nominees than instructed, will not be counted.

10.8 Errors or Omissions in Giving Notice. No error or omission in giving notice of any meeting or any adjourned meeting, whether annual or special, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and 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 that person's last address recorded on the books of the Corporation.

PART 11 - MINUTES OF BOARD OF DIRECTORS AND COMMITTEE MEETINGS

11.1 Minutes of Meetings. The minutes of meetings of the Board or committees shall not be available to the general membership of the Corporation but shall be available to the Board, each of whom shall receive a copy of such minutes. The Board may authorize the circulation of summaries of meeting minutes to the membership, and the means by which such summaries shall be circulated, from time to time.

PART 12 - FINANCIAL YEAR

12.1 Financial Year. Unless otherwise ordered by the Board, the fiscal year-end of the Corporation shall be the last day of October in each year.

PART 13 - AMENDMENT OF BY-LAWS

13.1 **Amendment of By-laws.** The provisions of the by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board and sanctioned by at least two-thirds (2/3) of the members voting at a meeting duly called for the purpose of considering the said by-law.

PART 14 - AUDITOR, BOOKS AND RECORDS

14.1 **Auditor.** Provided that the Board has determined by resolution that it is desirable that the Corporation have an auditor, the members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the directors may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

14.2 **Books and Records.** The Board shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

PART 15 - RULES AND REGULATIONS

15.1 **Rules and Regulations.** The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

15.2 **Robert's Rules of Order.** When not in conflict with any provisions of these by-laws or the Act, meetings of the Board or members of the Corporation shall be conducted, where the context is appropriate, in accordance with the latest version of "Robert's Rules of Order".

PART 16 - INTERPRETATION

16.1 **Interpretation.** In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and references to persons shall include firms and corporations.

ENACTED the ____ day of _____, 2011.

Director – Donna Dixon

Director – Verner Christensen

CONFIRMED by the members on this ____ day of _____, 2011.

Secretary – Verner Christensen