



**THE SHOOTING FEDERATION OF CANADA
LA FÉDÉRATION DE TIR DU CANADA**

BY-LAWS

As Approved by Special Resolution of the Members

September 14, 2013

Amended: June 7, 2016

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ARTICLE I – NAME

The name of the corporation shall be:

SHOOTING FEDERATION OF CANADA

FÉDÉRATION DE TIR DU CANADA

herein referred to as “SFC”.

ARTICLE II – MEMBERSHIP

- I. There shall be one class of Member in SFC.
- II. Membership is available to those individuals who have paid their membership fees to the SFC and are in good standing.
- III. Applications for membership shall be filed with the SFC office in the form prescribed by the Board of Directors.
- IV. The exclusive right to accept or reject an application for membership or affiliation is vested in the Board of Directors.
- V. Each member shall have the right to participate in the activities of the SFC and to attend and to vote at all meetings of the members.
- VI. Membership in the SFC shall be non-transferable.

ARTICLE III – AFFILIATION

- I. The Board of Directors may approve an application for the Affiliation and/or Association of National, Provincial or other firearm related organizations on such terms and conditions as they see fit. Fees for such affiliation are approved by the Board of Directors at Board meetings.
- II. Clubs and/or Associations who have affiliated with the SFC shall be known as ‘Affiliates’ and shall not be deemed ‘Members’ of the SFC.

ARTICLE IV – FEES

- I. The Board of Directors shall by resolution, set and establish the fee payable in respect of membership and affiliation and may, from time to time, decrease or otherwise vary such fee.



ARTICLE V – TERMINATION OF MEMBERSHIP AND AFFILIATION

- I. All memberships and affiliations shall terminate automatically at the end of the period for which they are issued. The period shall commence on the date on which the membership or affiliation was issued.
- II. Failure by any member to renew their membership or by any affiliated organization to renew its affiliation on or before the date it expires, shall automatically result in the suspension of all the rights and privileges of membership and affiliation. Upon payment of any fees owing, such member will have their rights and privileges reinstated from that day forward.
- III. Any member may terminate their membership or any organization may terminate its affiliation at any time by giving written notice to that effect to the SFC office.
- IV. The Board of Directors, upon its own initiative, or upon the substantiated charge of any member or members in good standing, may suspend or expel any member or any affiliated organization as a disciplinary measure for conduct detrimental to the best interests of the Federation. The member or organization so charged shall be advised of the charge in writing, and shall have the opportunity of offering a defence before disciplinary action by the Board of Directors is considered. If the member or organization is dissatisfied with the decision of the Board of Directors, they shall have the right of appeal at an Annual Meeting or at a Special Meeting for this purpose.

ARTICLE VI – VOTING

- I. Unless otherwise provided by law or by-law, approval by a general meeting, where quorum has been met, shall require the favourable vote of the majority of voters present thereat. In the event of a tie vote, the Chairperson shall have a second and/or deciding vote.
- II. The method of voting shall at all times be a show of hands unless a secret ballot is deemed necessary by the meeting. If the meeting is held in whole or in part by teleconference or videoconference, then notice shall be given to the voting members at least forty-eight (48) hours prior to the commencement of the meeting of all particulars pertaining to the vote, in addition to the voting procedure policy. Each voting member shall submit their vote by email to the person presiding over the meeting no later than thirty (30) minutes prior to the commencement of the meeting with a read request attached. In the event that a voting member submits a second email vote, the first email vote will be accepted as that members vote.
- III. A Special Resolution is a resolution of which notice has been given and which shall require a 2/3 vote of those voting.



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- IV. Board of Directors Meetings: Each director in good standing shall have one vote. Voting, if conducted in person, shall be by a show of hands, unless any director requests that a secret ballot be conducted. Only in the event of a secret ballot vote occurring shall the SFC record the results of the vote, and shall destroy the ballots upon approval of the board. In the event of a tie vote, the person presiding at the meeting shall be required to exercise a second or deciding vote. If a vote is conducted by way of teleconference or videoconference then voting shall be conducted according to the voting procedure policy.
- V. Voting at the Annual Meeting of the Members (the “meeting”): Each member as described in Article VI of these By-Laws who was a member in good standing, on the date six (6) months immediately preceding the meeting, and who continues to be a member in good standing throughout the meeting, shall have the right to vote.
- VI. Election of Board Members at the Annual Meeting of the Members (the “meeting”):
- a) Shall be conducted by the Nominating Committee
 - b) Written nominations for Board positions should be solicited from the membership as per the SFC Nominating Committee policy. Nominations from the floor may be accepted in cases where no written nominations were received.
 - c) The election of Board members at the meeting shall be by secret ballot for those attending the meeting. If a member attends the meeting by teleconference or videoconference, they must cast their vote consistent with the method prescribed in the SFC Voting Procedure Policy.
- VII. The Nominating Committee shall ensure that ballots and appropriate electronic procedures for teleconferences or videoconferences are prepared and provided at the meeting.
- a) If there are two candidates in a particular election, the winner shall be the individual who obtains the greater number of votes. Should there be more than two candidates submitting their names for office, the winner shall be the individual who received a majority of the votes cast. Should no individual receive the majority of the votes cast, the individual receiving the lowest number of votes shall be withdrawn from the election and the ballots shall be resubmitted to the voting members and another vote shall be taken. This process shall continue until an individual receives a majority of votes cast. In the event of a tie vote between the final two candidates, the person presiding at the meeting shall be required to exercise a second or deciding vote.



- VIII. Proxy Vote: SFC members may vote by proxy in a manner consistent with the SFC Policy Manual.

ARTICLE VII – FINANCES

- I. Unless otherwise ordered by the Board of Directors, the financial year end of the SFC shall be the 31st day of March of each year.
- II. All contracts, documents, or any like instruments, required to be executed by the SFC shall be signed by two persons named and appointed by the Executive Committee, at least one of which shall be an officer.
- III. One or more bank accounts shall be kept for the SFC in chartered Canadian banks. All cheques, bills of exchange, or other notes shall be signed by parties to be designated and appointed by the Board, one of whom shall be an officer.
- IV. A detailed record of all monies received, receivable, paid and payable by the SFC shall be kept in books of appropriate form.
- V. Such books and all other documents pertaining to the collection, management and disbursement of the SFC's monies shall be audited once a year by an auditor elected by the majority of all voting members and the auditor's written report shall be submitted to all voting members by the Vice-President Administration or a person appointed by the Vice-President Administration.
- VI. Should the membership of an individual or the affiliation of an organization be terminated for any reason whatsoever:
 - a. The SFC shall be under no obligation to distribute to such individual or organization any part of the monies, values or assets then held by the SFC, including the fees already paid by such individuals or organizations under the membership or affiliation assessment.
 - b. Such individuals or organizations shall be relieved, as of the effective date of termination of membership or affiliation, or their obligation to pay to the SFC even for the current fiscal year.



ARTICLE VIII – BOARD OF DIRECTORS

- I. The affairs of the SFC shall be managed by a Board of Directors which shall consist of the following:
 - a. A director elected to represent each province or territory of Canada.
 - b. Up to five (5) directors-at-large.
 - c. Three (3) directors to represent each SFC discipline.
 - d. A director elected to represent SFC athletes.
- II. Board members who have been elected to serve on the Executive Committee shall continue to serve on the Board of Directors until their term on the Executive Committee has concluded.
- III. The Board of Directors shall be responsible for overseeing the affairs of the SFC and the Executive Committee and for the development of policies for the SFC.
- IV. The office of director shall be automatically vacated:
 - a. If a director resigns his or her office by delivering a written resignation to the SFC, or
 - b. If he or she is found by a court to be of unsound mind, or
 - c. By death of a director
- V. Upon election, all members of the Board of Directors must subscribe to, and sign to signify their agreement, a Code of Ethics Agreement in a form as approved by the Board of Directors. Failure by any director to return their Code of Ethics Agreement with their signature within thirty (30) days after their election will result in that director's immediate suspension from that position.
- VI. A director may be removed by Ordinary Resolution of the Members at an Annual Meeting of the Members or Special Meeting, provided the director has been given written notice of and the opportunity to be heard at such a meeting.



VII. Audit Committee

- a. The Board of Directors shall appoint three (3) from their number, to form an Audit Committee to assist the Board in discharging its duties regarding financial reporting and compliance with legal obligations. The members of the Audit Committee shall select the chair of the Committee. The Vice President of Administration shall be an ex-officio, non-voting member of the Audit Committee.
- b. The members of the Committee will serve for a term of two years or until they are no longer members of the Board of Directors, whichever is the shorter. Each shall have one vote and, in the case of a tie the Chair shall be granted a second and/or deciding vote.
- c. The duties of the Audit Committee are to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing and making recommendations with respect to:
 - i. The external auditor's annual audit plan;
 - ii. The SFC's accounting policies;
 - iii. The audit findings and the audited annual financial statements, advising the Board on their acceptance;
 - iv. The system of internal controls and management of financial risks;
 - v. The appointment of external auditors and their fees;
 - vi. The ethical standards that management and the Board have established;
 - vii. The procedures in place to ensure compliance with legal and regulatory requirements; and
 - viii. Such other matters as may be referred to the Audit Committee by the Board of Directors
- d. The Audit Committee shall have unrestricted access to members of Executive Committee, employees and all relevant information and may engage independent counsel and other advisors as necessary to carry out its responsibilities.
- e. The Board of Directors will establish the Audit Committee's detailed terms of reference and manner of operating and reporting.



ARTICLE IX – INDEMNITIES TO DIRECTORS AND OTHERS

- I. Every director and officer of the SFC or other person who has undertaken or is about to undertake any liability on behalf of the SFC 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 expense which such director, officer, or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by his/her office or in respect of any such liability; and
 - b. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

ARTICLE X – 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 SFC will comply with the Act and SFC'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.

ARTICLE XI – OFFICERS

- I. The officers of the SFC shall be as follows:
 - a. President;
 - b. Vice-President (Administration);
 - c. Vice-President (High Performance);
 - d. Vice-President (Domestic and Operations);
 - e. Three (3) Vice-Presidents (Sections);
 - f. Two (2) Vice-Presidents (Provincial).



- II. Officers shall be elected in accordance with the following:
- a. The President shall be elected by the Board from among its number at the first meeting of the Board after the Annual Meeting of the SFC for a term of three (3) years, in the year following the election of the Vice-President Domestic and Operations.
 - b. The Vice-President Administration shall be elected by the Board from among its number at the first meeting of the Board after the Annual Meeting of the SFC for a term of three (3) years, in the year following the election of the President.
 - c. The Vice-President Domestic and Operations shall be elected by the Board from among its number at the first meeting of the Board after the Annual Meeting of the SFC for a term of three (3) years, in the year following the election of the Vice-President Administration.
 - d. The Vice-President High Performance shall be elected by the Board from among its number at the first meeting of the Board after the Annual Meeting of the SFC following a Summer Olympic Games, for a term of four (4) years.
 - e. The Vice-Presidents Sections shall each be elected for a term of two (2) years commencing on the day of the Annual Meeting, and shall be elected in alternating years.
 - f. The Vice-Presidents Provincial shall each be elected for a term of two (2) years commencing on the day of the Annual Meeting, and shall be elected in alternating years.
 - g. To be eligible to become an elected officer requires that the candidate be a member in good standing of SFC and be elected to the Board as a director.
 - h. The office of an officer shall immediately become vacated by:
 - i. Death of the officer;
 - ii. If the officer shall resign his or her office by delivering a written resignation to the Board of Directors; or
 - iii. The officer ceasing to be a director.
 - i. Where the position of an officer becomes vacant for whatever reason and there is still a quorum of directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.
 - j. An Officer elected to the Executive Committee may hold a specific office for a maximum of two (2) consecutive terms.



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- k. An Officer elected to the Executive Committee may only serve the Executive Committee for a maximum of three (3) consecutive terms.
- III. The officers shall serve without remuneration or compensation except that:
- a. The Board may reimburse an officer for any out-of-pocket expenses necessarily incurred in his or her official capacity in the discharge of his or her duties for the account of and on behalf of the SFC
 - b. The Board may in their absolute discretion, determine and grant remuneration to those individuals they deem appropriate.

ARTICLE XII – EXECUTIVE COMMITTEE

- I. The Executive Committee of the SFC shall consist of all elected officers of the SFC.

ARTICLE XIII – COMMITTEES

- I. Committees may be appointed by the Board for any purpose. When appointing a committee, the Board may put such conditions, restrictions, or limitations on the mandate of the committee, on its composition, and on the means of the selection of committee members and of chairpersons, as are deemed by the Board to be appropriate for the effective pursuit of the mandate of the said committee, provided that all such appointees shall be SFC members in good standing.
- II. Terms of reference for each Committee shall be published in the SFC Policy Manual.

ARTICLE XIV – NOMINATIONS FOR OFFICE

- I. Any SFC member satisfying the conditions for holding office in the SFC may be nominated for election to office.
- II. Nominations for the SFC Board of Directors must be follow the procedure outlined in the SFC Nominating Procedures Policy



ARTICLE XV – DUTIES OF OFFICERS

- I. President: shall preside at meeting of the SFC, and at meetings of the Board of Directors, and at meetings of the Executive Committee, and represent the SFC at national or international meetings. The President shall appoint the Vice-President Administration to preside at such meetings in the President's absence, and shall order that meetings of the directors and of the Executive Committee be held when required hereunder and whenever the President may deem necessary.

- II. Vice-President (Administration): shall be responsible for acting as treasurer and for relevant financial matters of the SFC. Other duties shall include staff liaison and management, draft policy formulation for submission for approval to the Board, the preparation of the Government of Canada grant submissions, the day to day operations of the SFC office, and any related responsibilities and duties as may be directed from time to time by the Board. The Vice-President Administration shall also perform the duties of the President if absent or at the President's request.

- III. Vice-President (Operations & Domestic): shall be responsible for competitive and recreational shooting programs and activities of a domestic but national nature that promotes participation and provides competitive shooting opportunities for all ages and abilities. This includes: the development of promotional materials, programs and resources in the areas of adaptive and able-bodied introductory programs; the conduct and management of national championships, the sanctioning of target shooting competitions, the hosting of SFC competitions, the training and certification of officials, and the training and certification of instructors and coaches. The Vice-President Operations & Domestic shall also supervise and co-ordinate activities of, and ensure constant, open and full communication between the SFC's operating committees, Provincial/Territorial Representatives and Section Chairpersons and such other programs as may be directed from time to time by the Board.

- IV. Vice-President (High Performance): shall be responsible for the administration of shooting activities related to the national team, high performance training centres, for athlete assistance programs, for technical development, for coaching certification (for the national team), for international liaison and for other such responsibilities as may be directed from time to time by the Board.

- V. Vice-President (Sections): shall be responsible for ensuring open, full and constant communications with the full and honest representation to the Board of the views of, and the full and honest communication of the Boards views and decision to all other Section Chairpersons.

- VI. Vice-President (Provincial): shall be responsible for ensuring open, full and constant communications with the full and honest representation to the Board of



the views of, and the full and honest communication of the Boards views and decision to all other Provincial Representatives.

- VII. Other Duties: the officers shall perform such further and other duties as may be assigned to them, from time to time, by the Board of Directors.

ARTICLE XVI – MEETINGS AND SESSIONS

- I. Annual Meeting of the Members: An Annual Meeting of the Members (the meeting) shall be held each year within ninety (90) days of the end of the SFC's fiscal year, or soon thereafter as is possible provided it shall be held no later than 6 months from the end of the SFC's fiscal year. The time and place of the said meeting, which shall be held in Canada, shall be decided by the majority vote at a Board of Directors meeting. At the discretion of the Board, members may attend the Annual Meeting by video and/or teleconferencing if and where the meeting venue will allow. Affiliated organizations invited by the SFC shall have the right to attend the Annual General Meeting, provided that the Chairperson of the said meeting may always require any person or persons, except members of the SFC, to leave the room where a vote is being held or any other time that he or she deems appropriate.
- II. Special Meeting: The Board of Directors shall call a special meeting of all members:
- a. By written request of members representing no less than five (5) percent of the total votes of members disclosing the nature of the business to be transacted at such special meeting; or
 - b. If there is a failure to meet quorum at the Annual Meeting of the Members.
- III. Executive Committee Meeting: Meetings of the Executive Committee may be called at the discretion of the President or, if absent, by a Vice-President. A notice of such meeting and a copy of the proposed agenda shall be sent to each committee member at least seven (7) days in advance of the said meeting. If all members of the Executive Committee consent, then the meeting may be conducted via conference call.
- IV. Board of Directors Meeting: A Board of Directors meeting shall be called by the President or, if absent, by a Vice-President, a minimum of once a year. All directors shall be given notice of such meeting, together with a copy of the agenda for said meeting at least fourteen (14) days in advance of said meeting.
- V. Resolution: A resolution in writing signed by every director or Executive Committee member entitled to vote on such resolution at a meeting of the Board of Directors or Executive Committee is deemed to be as valid as if it had been



passed at a meeting of the Board of Directors or of the Executive Committee, as the case may be.

- VI. Error in Giving Notice of Annual or Special Meeting of Members: No error or omission in the giving of notice of any annual or meeting of members or meetings of the Board of Directors or of the Executive Committee or of the members of the SFC shall invalidate such meeting or make void any proceedings taken thereat provided, however, that the member, director or officer what was adversely affected by the error waives notice of such meeting and provided that he or she ratifies, approves and confirms 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 their last address recorded on the membership database of the SFC.
- VII. Teleconference or Videoconference Participation: A director or officer may participate in a meeting of the Board of Directors, a meeting of the Executive Committee or a meeting of the members by means of a telephone conference or by such other communication facility so as to permit all persons participating in such meeting shall be deemed to be present at such meeting.
- VIII. Notices:

Notices of Meetings of Members – Notice will include the time and place of meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:

- i) By mail, courier or personal delivery to each Member entitled to vote at the meeting, at least 21 days but not more than 60 days before the day on which the meeting is to be held; or
- ii) By telephone, electronic or other communication facility to each Member entitled to vote on which the meeting is to be held.
- iii) By posting on SFC's website not less than 30 days prior to the date of the meeting

A Special Resolution of the members is required to make any amendment to the Bylaws of the SFC to change the manner of giving notice to Members described in Section XVI.

ARTICLE XVII – QUORUM

- I. Meeting of Members: A quorum for a Meeting shall consist of twenty-five (25) members. In the event that the Meeting does not meet quorum, the SFC will hold a subsequent Special General Meeting in which quorum will be considered those in attendance.



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- II. Directors Meeting: A quorum for a Directors Meeting shall consist of a majority of existing Directors.
- III. Executive Committee: A quorum for an Executive Committee Meeting shall consist of five (5) voting members of the Committee.

ARTICLE XVIII – AMENDMENTS OF BYLAWS

- I. Except for the items set out in Article XIX, these Bylaws may be amended by majority vote of the directors at a meeting of the Board. The directors will submit the Bylaw amendment to the Members at the next meeting of Members, and the Members may, by majority vote, confirm, reject or amend the Bylaw amendment.
- II. The Bylaw amendment 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.

ARTICLE XIX – 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 SFC:

- a) Change SFC's name;
- b) Change the province in which SFC's registered office is situated;
- c) Add, change or remove any restriction on the activities that SFC 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 any such 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 SFC;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of SFC;
- l) Change the manner of giving notice to members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles



ARTICLE XX - ADOPTION OF BYLAWS

These Bylaws were ratified by a two-thirds vote of the Members at a meeting of Members duly called and held on September 14, 2013.

In ratifying these Bylaws, the Members repeal all prior Bylaws of SFC provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

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 purpose of SFC as set out in the Articles.

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.