



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

BYLAWS

September 14, 2013

Amended: June 7, 2016, September 12, 2020 and **[INSERT DATE]**

[TABLE OF CONTENTS TO BE INSERTED]

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 SFC.
- III. Applications for membership shall be filed with SFC’s office in the form prescribed by the Board of Directors (the “**Board**”). Each application must indicate whether the applicant:
 - (a) identifies with the pistol discipline;
 - (b) identifies with the rifle discipline;
 - (c) identifies with the shotgun discipline; or
 - (d) does not identify with any of the preceding.

For greater certainty, an application cannot indicate that the applicant identifies with more than one of above-mentioned disciplines.

- IV. The exclusive discretion to accept or reject an application for membership and to issue a membership is vested in the Board.
- V. Each member who is in good standing shall have the right to participate in the activities of SFC provided that, subject to section VI.3, only members who are eighteen (18) years old or older and in good standing shall have the right to attend and to vote at meetings of the members.
- VI. Membership shall be non-transferable. A corporation or other entity may not be a member.
- VII. Within six (6) months after this provision comes into force, the Board shall request in writing for each incumbent member to indicate whether the member:
 - (a) identifies with the pistol discipline;

- (b) identifies with the rifle discipline;
- (c) identifies with the shotgun discipline; or
- (d) does not identify with any of the preceding disciplines.

If an incumbent member so requested does not respond to such request, that member shall be deemed not to identify with any of the preceding disciplines.

VIII. Every membership renewal shall be filed with SFC's office in the form prescribed by the Board. Each renewal must indicate whether the member renewing their membership:

- (a) identifies with the pistol discipline;
- (b) identifies with the rifle discipline;
- (c) identifies with the shotgun discipline; or
- (d) does not identify with any of the preceding disciplines.

Membership renewal is the only time at which a member may change the information set out above in this section II(VIII).

ARTICLE III – AFFILIATION

- I. The Board may approve from time to time an application for the affiliation by National, Provincial or other firearm-related organizations on such terms and conditions as the Board determines. Fees for such affiliation are approved by the Board from time to time.
- II. The exclusive discretion to accept or reject an application for affiliation and to issue an affiliation is vested in the Board.
- III. Clubs and/or Associations which have affiliated with SFC shall be known as 'Affiliates' and shall not be 'members' of SFC.

ARTICLE IV – FEES

- I. The Board shall establish, and may, from time to time, vary, the fee payable in respect of membership and the fee payable in respect of affiliation.

ARTICLE V – TERMINATION OF MEMBERSHIP AND AFFILIATION; GOOD STANDING

- 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 and to pay any related fees on or before the date their membership expires shall automatically result in the suspension of all the rights and privileges of membership. Upon payment of any fees owing, such member will have their rights and privileges reinstated from that day forward.
- III. Failure by any Affiliate to renew its affiliation and to pay any related fees on or before the date it affiliation expires shall automatically result in the suspension of all the rights and privileges of affiliation. Upon payment of any fees owing, such Affiliate will have its rights and privileges reinstated from that day forward.
- IV. Any member may terminate their membership or any organization may terminate its affiliation at any time by giving written notice to that effect to SFC's office.
- V. The Board, upon its own initiative, or upon the receipt by the Board of written substantiated allegation(s) of any member or members in good standing, may suspend or terminate the membership of any member or any Affiliate as a disciplinary measure for conduct detrimental to the best interests of SFC. The member or Affiliate which is subject to the preceding sentence shall be advised of the allegation(s) in writing, and shall have the opportunity of offering a response before disciplinary action is considered by the Board. If the member or Affiliate is dissatisfied with the Board's decision, the member or Affiliate shall have the right to appeal to an independent third party identified and retained by SFC from time to time, such appeal to be conducted in accordance with the rules and procedures of such independent third party. A member or an Affiliate suspended pursuant to this provision shall be considered not to be in good standing.

ARTICLE VI – VOTING

- I. Members' Meetings: Unless otherwise provided by law or bylaw, approval of a resolution at a members' meeting, where quorum has been met, shall require the favourable vote of the majority of votes cast. In the event of a tie vote, a motion shall be deemed defeated; the chair of the meeting shall not have a second or deciding vote.
- II. Method of Voting: The method of voting shall at all times be a show of hands unless a secret ballot is demanded by any member present.
- III. Voting at the Members' Meetings: Each member who was a member in good standing on the date six (6) months immediately preceding any members' meeting and who continues to be in good standing on the date of such meeting shall have the right to attend and vote at such meeting.
- IV. Member's Meetings by Teleconference or Videoconference: If a members' meeting is held in whole or in part by teleconference or videoconference, then notice shall be given to the members in good standing 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.

V. Special Resolution. A “**Special Resolution**” is a resolution of which notice has been given and which shall require a 2/3 vote of those voting.

VI. Election of Directors at the Annual Meeting

- a) The election of Directors at the Members’ annual meeting (the “**Annual Meeting**”) shall be conducted by the Nominating Committee.
- b) Written nominations for Board positions shall be solicited from the membership in accordance with these Bylaws and the Nominating Committee Policy. For greater certainty, nominations from the floor will not be accepted.
- c) The Nominating Committee shall consist of an odd number of individuals not less than three (3) and not exceeding seven (7), not more than two (2) of whom shall be a current Director (provided that any such Director must not be standing, nor intending to stand, for election at the relevant election).
- d) The Nominating Committee shall include appropriate representation from the Board (including Independent Directors (as that term is defined in subparagraph VI(e)(i)(F) below), athletes and other stakeholders with the objective that the Nominating Committee is respected, credible and representative.
- e) The terms of reference of the Nominating Committee will include:
 - i. soliciting, receiving and considering nominations for the election of Directors. The Nominating Committee shall encourage the identification, solicitation and election of candidates to Directors, such that the resulting composition of the Board reflects paragraph VI(e)(ii) below) and:
 - (A) SFC’s values;
 - (B) respect for diversity in accordance with the Board Diversity Policy and all elements of paragraph VIII(III)(h);
 - (C) the requirement that no member of SFC’s management or executive team may be a Director;
 - (D) SFC’s scope of responsibility, both geographically and across shooting sports;
 - (E) SFC’s desire to maintain a broad scope of volunteer skills on which to draw in order to facilitate Directors having the necessary skills for the successful stewardship of SFC and to ensure that the Directors’ possess as many of the skills necessary for optimal Board functioning as possible (as reflected in the Skills Matrix referred to in paragraph VI(e)(iv) below); and

(F) the requirement that four (4) of the Directors shall be Independent Directors where an “**Independent Director**” is a Director who:

- (1) has no fiduciary obligation to any shooting body at the national or provincial level;
- (2) receives no direct or indirect material benefit from any such body; and
- (3) is free from any conflict of interest of a financial, personal or representational nature (provided that participating in shooting does not alone cause a Director not to qualify as an Independent Director);

provided that an individual who would not be considered an Independent Director will be considered to be an Independent Director once that individual resigns from or terminates the circumstance that gives rise to the non-Independent Director status.

ii. proposing those individuals recommended for election as Directors by providing, at least one (1) calendar month prior to the date of the election, a list to the members of appropriate candidate(s) to stand for election as Director(s) as follows:

- (A) Directors at Large;
- (B) Pistol Director, who must be a member in good standing identifying with the pistol discipline as shown on the then current records of the SFC;
- (C) Rifle Director who must be a member in good standing identifying with the rifle discipline as shown on the then current records of the SFC;
- (D) Shotgun Director who must be a member in good standing identifying with the shotgun discipline as shown on the then current records of the SFC;
- (E) National Team Athlete Director as nominated by the Athletes’ Council, per SFC’s policies;
- (F) PTSO Director as nominated by the PTSO Council, per SFC’s policies

Such list shall include the attendance record of each incumbent Director who is a candidate. The Nominating Committee’s recommendations for election as Directors need not be approved by the Board;

iii. determining whether a Director or prospective Director is or would be an Independent Director;

- iv. maintaining a skills matrix on behalf of SFC for the purposes referred to in subparagraph VI(e)(i)(E) above (the “**Skills Matrix**”), which Skills Matrix shall address at least the following skills: financial, governance, legal, sports, marketing, digital, human resources, fund-raising, sponsorship, and international relations; and
 - v. developing approaches and initiatives taken to attract Directors with the required skills and diversity (including with respect to gender diversity), considering whether it considers such approaches and initiatives successful, considering any additional steps which might be taken towards the objective, and reporting to the Board annually regarding the preceding;
- f) The election of Directors shall be by secret ballot for those attending the meeting provided that:
- (A) all of the members in good standing shall vote regarding the election of the Directors at Large, the National Team Athlete Director, and the PTSO Director;
 - (B) all of the members in good standing identifying with the pistol discipline as shown on the then current records of the SFC shall vote regarding the election of the Pistol Director;
 - (C) all of the members in good standing identifying with the rifle discipline as shown on the then current records of the SFC shall vote regarding the election of the Rifle Director; and
 - (D) all of the members in good standing identifying with the shotgun discipline as shown on the then current records of the SFC shall vote regarding the election of the Shotgun Director.
- g) If a member attends the meeting by teleconference or videoconference, they must cast their vote consistent with the method prescribed in the Voting Procedure Policy.
- h) If there are two (2) candidates in a particular election, the winner shall be the individual who obtains the greater number of votes. Should more than two (2) candidates submit 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 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 (2) candidates, the tie will be resolved by a coin toss.

VII. Procedures at Annual Meeting: The Nominating Committee shall ensure that ballots and appropriate electronic procedures for teleconferences or videoconferences are

prepared and provided at the Annual Meeting.

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

IX. Board Meetings: Each Director shall have one (1) 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 SFC record the results of the vote, and SFC shall destroy the ballots upon approval of the Board. In the event of a tie vote, a motion shall be deemed defeated; the chair of the meeting shall not have a second or deciding vote. If a vote is conducted by way of teleconference or video conference, then voting shall be conducted according to the Voting Procedure Policy.

ARTICLE VII – FINANCES

I. Unless the Board otherwise determines, SFC's financial year end shall be March 31st.

II. All contracts, documents, or any like instruments, required to be executed by SFC shall be signed by two (2) individuals named and appointed by the Board, at least one (1) of whom shall be an officer. The preceding may be reflected in a Board-approved signing authority policy. The Board shall approve a signing authority policy which shall bind, and which will be followed by, all individuals employed, engaged or involved with SFC.

III. One or more bank accounts shall be kept for SFC in chartered Canadian banks. All cheques, bills of exchange, or other notes shall be signed by individuals in accordance with a Board-approved signing authority policy. The Board shall approve a signing authority policy which shall bind, and which will be followed by, all individuals employed, engaged or involved with SFC.

IV. A detailed record of all monies received, receivable, paid and payable by SFC shall be kept in books of appropriate form.

V. Such books and all other documents pertaining to the collection, management and disbursement of SFC's monies shall be audited once a year by an auditor appointed by the members at the Annual Meeting and SFC's audited financial statements and the auditor's report thereon shall be provided to the members at the Annual Meeting.

ARTICLE VIII – BOARD OF DIRECTORS

I. The affairs of SFC shall be managed by a Board which shall consist of the following:

a. Up to six (6) Directors-at-large.

b. One (1) Director who is a member identifying as from the pistol discipline as shown on the records of the SFC.

- c. One (1) Director who is a member identifying as from the rifle discipline as shown on the records of the SFC.
- d. One (1) Director who is a member identifying as from the shotgun discipline as shown on the records of the SFC.
- e. National Team Athlete Director; nominated by the Athlete's Council.
- f. PTSO Director; nominated by the PTSO Council.
- g. At its discretion, the Board may appoint one (1) additional Director at Large to the Board provided that at least three (3) Directors were elected at the most recent Annual Meeting. An appointed Director serves for a term that expires at the next Annual Meeting.

II. The election of Directors shall be subject to the following requirements:

- a. commencing with the second (2nd) Annual Meeting after these Bylaws are ratified, the term of each elected Director shall be three (3) years provided that Directors shall be elected on a rotating basis as follows:
 - (A) in the first year, two (2) Directors at large and the Directors identified in paragraphs VIII(1)(b) and (e) above shall be elected;
 - (B) in the second year, two (2) Directors at large and the Directors identified in paragraphs VIII(1)(c) and (f) above shall be elected; and
 - (C) in the third year, two (2) Directors at large and the Director identified in paragraphs VIII(1)(d) above shall be elected;
- b. no member of SFC's management may be a Director;
- c. four (4) of the Directors shall be Independent Directors (as that term is defined in subparagraph VI(e)(i)(F) above);
- d. each Director shall be subject to an overall term limit of nine (9) years other than:
 - (A) a sitting Chair who may serve for one (1) additional term for a maximum of a twelve (12) year limit, but who may not hold the position of Chair for longer than six (6) years; and
 - (B) one (1) Director other than the Chair who serves on the board of the international federation who may serve for one (1) additional term for a maximum twelve (12) year limit.

III. The Board shall be responsible for overseeing the affairs of SFC and for the development of policies for SFC. Without limiting the generality of the foregoing, the

Board shall:

- a) Determine SFC's vision and direction;
- b) Develop a multi-year strategic plan (which plan the Board shall update from time to time);
- c) Adopt the Board Mandate, which shall:
 - (C) Delineate the roles and responsibilities of the Board;
 - (D) Articulate the manner by which SFC provides meaningful representation in SFC's governance structure for athletes;
 - (E) Articulate the manner by which SFC facilitates and encourages athletes' voices being heard;
- d) Monitor SFC's operations and evaluate results;
- e) Address risk management including ongoing identification of risks and measuring annually SFC's risk management and internal control systems;
- f) Select, hire and, where it determines it is necessary or desirable to do so, terminate, the Chief Executive Officer. In selecting the Chief Executive Officer, the Board shall be satisfied that the candidate has the skills, experiences and qualifications that the Board considers appropriate to best serve the interests of SFC. In addition, no Director can be the Chief Executive Officer (or an interim Chief Executive Officer) during their term as a Director or for twelve (12) months thereafter;
- g) Develop a succession plan regarding the position of Chief Executive Officer (which plan the Board shall update from time to time);
- h) Develop a Board Diversity Policy (which Policy the Board shall update from time to time) which:
 - (A) recognizes and states that diverse perspectives, experiences and backgrounds provide for optimal Board performance;
 - (B) recognizes and states that diversity refers to the broad range of demographic characteristics that exists across Canadian society including, but not limited to, sex, gender, identity, race, ethnicity, sexual orientation, class, economic means, ability, age, official language of Canada spoken, religion, and education;
 - (C) recognizes and states specifically:
 - (1) that gender diversity among Directors is a goal to which SFC should aspire; and

(2) that a course of action toward that goal should be to strive to have in place, in a manner that best suits and reflects SFC's needs while respecting the paramountcy of an individual's human rights and privacy, a Board where not more than sixty percent (60%) of the Directors are of the same gender;

(D) requires the Board to report annually (the "**Annual Report on Diversity**") as to:

(1) its approach and initiatives taken (including through the work of Nominating Committee) to attract Directors with the required skills and diversity (including with respect to gender diversity);

(2) whether it considers such approaches and initiatives successful; and

(3) any additional steps the Board (including through the work of Nominating Committee) will be making towards this objective.

i) Determine membership application procedures and recommend membership fees;

j) Approve policies and procedures, including those related to discipline and disputes, to guide SFC and its management;

k) Approve the budget, and secure and monitor effective management of SFC's financial resources;

l) Provide continuity to the ongoing governance and management of SFC;

m) Fulfill the legal and ethical responsibilities of a Board;

n) Delegate its responsibilities to committees and to hired staff, as appropriate; and.

o) Discharge any other powers or duties as may be provided for herein.

IV. The Board shall neither:

(a) liaise with management other than the Chief Executive Officer or, in the case of the Chair and members of the Finance Committee, the staff member primarily responsible for finances or in accordance with Board-approved policy; nor

(b) assume operational responsibilities without the joint approval of the Board and the Chief Executive Officer.

V. The office of Director shall be automatically vacated:

a. If such Director resigns their office by delivering a written resignation to SFC;

b. If such Director becomes incapable;

- c. becomes bankrupt;
- d. is removed from office; or
- c. By death of such Director.

VI. Upon election, each Director must abide by, and sign to signify their agreement to abide by, the SFC Code of Conduct as approved by the Board from time to time.

VII. A Director may be removed by a majority of the votes cast at a members' meeting as set out in this provision, *provided* the Director has been given written notice of and the opportunity to be heard at such a meeting. Such a members' meeting shall be of:

(A) all of the members in good standing if the vote is with respect to a Director at Large, the National Team Athlete Director, or the PTSO Director;

(B) all of the members in good standing identifying with the pistol discipline if the vote is with respect to the Pistol Director;

(C) all of the members in good standing identifying with the rifle discipline if the vote is with respect to the Rifle Director; and

(D) all of the members in good standing identifying with the shotgun discipline if the vote is with respect to the Shotgun Director.

VIII. Finance Committee

- a. The Board shall appoint a Finance Committee consisting of: (i) at least three (3) individuals, one (1) of whom is to be a Director, as voting members of the Committee. A majority of the Finance Committee shall not be officers or employees of SFC. The voting members of the Finance Committee shall select the chair of the Finance Committee. For greater certainty, the chair of the Finance Committee shall not be the Finance Officer
- b. The voting members of the Finance Committee are expected to serve for a minimum term of two (2) years. Directors appointed to the Finance Committee will continue to serve on the Committee while they remain as Directors. Each shall have one (1) vote and, in the case of a tie, the Chair shall not have a second or deciding vote.
- c. The duties of the Finance Committee are to assist the Board in fulfilling its oversight responsibilities by reviewing and making recommendations with respect to:
 - i. The external auditor's annual audit plan;
 - ii. 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;
 - viii. Quarterly reviews of finances in relation to Board approved annual budget;
 - ix. Financial matters not covered in current SFC accounting or other policies (which matters will be considered initially by the Finance Committee which will then report to the Board regarding same);
 - x. Grant applications; and
 - xi. Such other matters as may be referred to the Finance Committee by the Board.
- d. The Board may establish the Finance Committee's detailed terms of reference and manner of operating and reporting.

ARTICLE IX – INDEMNITIES TO DIRECTORS AND OTHERS

I. SFC shall from time to time and at all times indemnify each Director or officer of SFC, each former Director or officer of SFC, and each individual who acts or acted at SFC's request as a director or officer, or in a similar capacity, of another entity,

(i) in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with SFC or other entity as described above, if the individual,

(A) was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and

(B) fulfils the conditions set out in section IX(III) below.

(ii) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action

or proceeding in which the individual is involved because of that association with SFC or other entity.

II. SFC may advance money to a Director, officer or other individual referred to in section IX(I) above for the costs, charges and expenses of an action or proceeding referred to in clause IX(I) (i) and Clause IX(I) (ii) above, but the individual shall repay the money if the individual does not fulfil the conditions set out in section IX(III) below.

III. SFC shall not indemnify an individual under section IX(I) above unless,

- (i) the individual acted honestly and in good faith with a view to the best interests of SFC or other entity, as the case may be; and
- (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

IV. SFC may purchase and maintain insurance for the benefit of each Director or officer of SFC, each former Director or officer of SFC, and each individual who acts or acted at SFC's request as a director or officer, or in a similar capacity, of another entity against any liability incurred by the individual,

- (i) in the individual's capacity as a Director or officer of SFC; or
- (ii) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at SFC's request.

ARTICLE X – CONFLICT OF INTEREST

- (a) **Disclosure.** Every Director and every officer who, either directly or through one of their Associates, has, or thinks they may potentially have, a conflict of interest shall disclose the nature and extent of the interest at a meeting of the Board. “**Associates**” means the parents, siblings, children, spouse or common law partner of a Director or officer and any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director or officer.
- (b) **Proposed or Current.** A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of SFC, or any other matter that competes for the interest of the Director or officer.
- (c) **Avoidance.** Directors and officers must endeavour to avoid actual or potential conflicts of interest.
- (d) **Nature of Disclosure.** The disclosure contemplated by section X(a) above shall be in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with SFC, if the Director or officer

- (i) is a party to the contract or transaction;
 - (ii) is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (iii) has a material interest in a party to the contract or transaction.
- (e) **Time of disclosure for Director.** The disclosure required by section X(a) above shall be made, in the case of a Director,
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not, at the time of the meeting referred to in part (a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
 - (iii) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.
- (f) **Time of disclosure for officer.** The disclosure required by section X(a) above shall be made, in the case of an officer who is not a Director,
 - (i) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.
- (g) **Time of disclosure for Director or officer.** If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of SFC's activities, would not require approval by the Directors or members, a Director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to SFC, or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of their interest.

- (h) **Voting.** A Director required to make a disclosure under section X(a) above shall not vote on any resolution to approve the contract or transaction unless the contract or transaction
 - (i) relates primarily to the Director's remuneration as a Director, an officer, an employee, an agent or a mandatary of SFC or an affiliate;
 - (ii) is for indemnity or insurance under Article IX hereof; or
 - (iii) is with an affiliate.

- (i) **Continuing disclosure.** For the purposes of this section X, a general notice to the Directors declaring that a Director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
 - (i) the Director or officer is a Director or an officer, or acting in a similar capacity, of a party referred to in subsection X(d)(ii) or (iii) above;
 - (ii) the Director or officer has a material interest in the party; or
 - (iii) there has been a material change in the nature of the Director's or the officer's interest in the party.

- (j) **Access to disclosures.** The members may examine the portions of any minutes of meetings of Directors or of committees of Directors that contain disclosures under this section X, and of any other documents that contain those disclosures, during SFC's usual business hours.

- (k) **Action to be taken.** After making such a declaration the Chair shall determine the appropriate action to be followed by the interested Director which may include a determination that the interested Director shall neither vote nor be present at the vote or during the discussions or otherwise attempt to influence the voting on a contract, transaction, matter or decision, (including discussing the matter with other Directors) nor shall the Director be counted in any required quorum with respect to the vote.

- (l) **Financial interest.** If a Director or officer or any Associate of any Director or officer has a financial interest in any proposed contract or transaction, such contract or transaction shall not be entered into unless a declaration of interest has been made by the Director or officer and the Director or officer has otherwise complied with this Bylaw. If the Director or officer complies with the forgoing requirements, the Director or officer is not accountable to SFC for any profit the Director or officer may realize from the contract or transaction.

- (m) **Avoidance standards.** A contract or transaction for which disclosure is required under section X(a) above is not invalid, and the Director or officer is not accountable to SFC or its members for any profit realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if
- (i) disclosure of the interest was made in accordance with this section X;
 - (ii) the Directors approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to SFC when it was approved.

ARTICLE XI – OFFICERS

I. The officers of SFC shall be as follows:

- a. Chair;
- b. Vice-Chair; and
- c. Finance Officer.

II. Officers shall be elected on a rotating basis in accordance with the following:

- a. The Chair shall be elected by the Board from among its number at the first Board meeting after the relevant Annual Meeting for a term of three (3) years, in the year following the election of the Finance Officer.
- b. The Vice-Chair shall be elected by the Board from among its number at the first Board meeting after the relevant Annual Meeting for a term of three (3) years, in the year following the election of the Chair.
- c. The Finance Officer shall be elected by the Board from among its number at the first Board meeting after the relevant Annual Meeting for a term of three (3) years, in the year following the election of the Vice-Chair. For greater certainty, the Finance Officer shall not be the chair of the Finance Committee.
- d. The office of an officer shall immediately become vacated by:
 - i. Death of the officer;
 - ii. If the officer resigns their office by delivering a written resignation to the Board; or
 - iii. The officer ceasing to be a Director.

- e. 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.

III. The officers shall serve without remuneration or compensation except that the Board may reimburse an officer for any out-of-pocket expenses necessarily incurred in their official capacity in the discharge of their duties on behalf of SFC.

ARTICLE XII – ATHLETES' COUNCIL

I. The Board shall appoint an Athletes' Council in accordance with the Athlete's Council Policy as approved by the Board from time to time. The Athlete's Council Policy shall include the Athlete's Council's terms of reference and may include such conditions, restrictions, or limitations on the mandate of the Athlete's Council, on its composition, and on the means of the selection of the Athlete's Council members and of the chair of the Athlete's Council, as are deemed by the Board to be appropriate for the effective pursuit of the mandate of the Athlete's Council, *provided* that all such appointees shall be members in good standing. The Athlete's Council Policy shall be published in the Policy Manual.

ARTICLE XIII – PTSO COUNCIL

I. The Board shall appoint Provincial/Territorial Sport Organization (PTSO) Council (the "**PTSO Council**") in accordance with the PTSO Council Policy as approved by the Board from time to time. The PTSO Council Policy shall include the PTSO Council's terms of reference and may include such conditions, restrictions, or limitations on the mandate of the PTSO Council, on its composition, and on the means of the selection of the PTSO Council members and of the chair of the PTSO Council, as are deemed by the Board to be appropriate for the effective pursuit of the mandate of the PTSO Council, *provided* that all such appointees shall be members in good standing. The PTSO Council Policy shall be published in the Policy Manual.

ARTICLE XIV – GOVERNANCE AND ETHICS COMMITTEE

I. The Board shall appoint a Governance and Ethics Committee (the "**GEC**"). When appointing the GEC, the Board may put such conditions, restrictions, or limitations on the mandate of the GEC, on its composition, and on the means of the selection of GEC members and of the chair of the GEC, as are deemed by the Board to be appropriate for the effective pursuit of the mandate of the said GEC, *provided* that all such appointees shall be members in good standing. Terms of reference for the GEC shall be published in the Policy Manual.

ARTICLE XV – OTHER COMMITTEES

I. Other committees may be appointed by the Board for any purpose (subject to the *Canada Not-for-profit Corporations Act* (the "**Act**")). 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 the

chair of the committee, 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 members in good standing. Terms of reference for each Committee shall be published in the Policy Manual.

ARTICLE XVI – DUTIES OF OFFICERS

- I. Chair: shall preside at meetings of the members and the Board and shall represent SFC at national or international meetings. The Vice-Chair shall preside at such meetings in the Chair's absence and shall order that Board meetings be held when required hereunder and whenever the Chair may deem necessary. The Chair shall also oversee an annual Board review process. The Chair shall also be responsible for other duties as may be directed from time to time by the Board.
- II. Vice-Chair: shall perform the duties of the Chair if absent or at the Chair's request and shall be responsible for other duties as may be directed from time to time by the Board.
- III. Finance Officer: shall be a liaison regarding financial information from SFC management to the Board and shall be responsible for other duties as may be directed from time to time by the Board.

ARTICLE XVII – MEETINGS AND SESSIONS

- I. Annual Meeting: An Annual Meeting shall be held each year within ninety (90) days after the end of SFC's fiscal year, or as soon thereafter as is possible *provided* it shall be held no later than six (6) months from the end of SFC's fiscal year. The time and place of the said meeting, which shall be held in Canada, shall be determined by the Board. 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. Affiliates invited by SFC may attend the Annual Meeting, *provided* that the chair of the meeting may always require any person or persons, except members, to leave the room where a vote is being held or any other time that the chair of the meeting deems appropriate.
- II. Special Meeting: The Board shall call a special meeting of all members:
 - a. as the Board determines;
 - b. pursuant to a written requisition in accordance with the Act by members representing no less than five (5) percent of the total votes of members; or
 - c. if there is a failure to meet quorum at the Annual Meeting.
- III. Board Meeting: A Board meeting shall be called by the Chair or, if absent, by a Vice-Chair. All Directors shall be given notice of such meeting in writing or by electronic or other communication facility, and the agenda as may be available, at least fourteen (14) days in advance of said meeting.

IV. Written Resolutions: A resolution in writing signed by every Director entitled to vote on such resolution at a Board meeting is deemed to be as valid as if it had been passed at a Board meeting.

V. Error in Giving Notice of Members' Meeting: No error or omission in the giving of notice of any meeting of members or the Board shall invalidate such meeting or make void any proceedings taken 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 street address or email address recorded on the records of SFC.

VII. Teleconference or Videoconference Participation: A Director or officer may participate in a Board meeting or a members' meeting by means of a telephone conference or by such another 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:

- a. By email, telephone, electronic or other communication facility to each member entitled to vote at least twenty-one (21) days but not more than thirty-five (35) days before the day on which the meeting is to be held; or
- b. By mail, courier or personal delivery to each member entitled to vote at the meeting, at least twenty-one (21) days but not more than sixty (60) days before the day on which the meeting is to be held; or
- c. By posting on SFC's website not less than thirty (30) days prior to the date of the meeting.

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

ARTICLE XVIII – QUORUM

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

II. Board Meeting: A quorum for a Board meeting shall consist of a majority of existing Directors.

ARTICLE XIX – AMENDMENTS OF BYLAWS

- I. Except for the items set out in Article XIX, these Bylaws may be amended by Board resolution *provided* that the Board will submit the amendment to the Bylaws to the members at the next meeting of members, and the members may, by majority vote, confirm, reject or amend the amendment to the Bylaws.
- II. Except for the items set out in Article XX, an amendment to the Bylaws is effective from the date of the Board resolution. If the amendment to the Bylaws is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

ARTICLE XX – FUNDAMENTAL CHANGES

In accordance with the Act, a Special Resolution of the Members is required to make a fundamental change to the Articles or Bylaws of SFC; as of the date of this Bylaw, such fundamental changes are to:

- (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 each class or group;
- (h) add a provision respecting the transfer of a membership;
- (i) subject to section 133 of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the articles;
- (j) change the statement of the purpose of 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 the Act to be set out in the articles.

ARTICLE XXI - ADOPTION OF BYLAWS

These Bylaws were ratified by a Special Resolution of the Members at a meeting of Members duly called and held on **[INSERT]**.

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.

ARTICLE XXII - TRANSPARENCY

I. The following items shall be publicly accessible on SFC's website:

- (a) SFC's Articles of Continuance (as amended);
- (b) these Bylaws (as amended);
- (c) SFC's annual audited financial statements;
- (d) Members' meeting minutes;
- (e) the terms of reference of each Committee appointed by the Board of Directors (the "**Board**");
- (f) the Board Mandate (described in paragraph VIII(III)(c) above); and
- (g) the Annual Report on Diversity referred to in subparagraph VIII(III)(h)(D).

ARTICLE XXIII - TRANSITION

I. Notwithstanding the provisions of paragraph VIII(II)(a) above, at the first Annual Meeting after these Bylaws are ratified, Directors shall be elected as follows:

- (A) two (2) Directors at large and the Directors identified in paragraphs VIII(1)(b) and (e) above shall be elected for a one (1) year term (such one (1) year term not to be considered with respect to the overall term limit of nine (9) years referred to in paragraph VIII(II)(d));

(B) two (2) Directors at large and the Directors identified in paragraphs VIII(1)(c) and (f) above shall be elected for a two (2) year term (such two (2) year term not to be considered with respect to the overall term limit of nine (9) years referred to in paragraph VIII(II)(d)); and

(C) two (2) Directors at large and the Director identified in paragraphs VIII(1)(d) above shall be elected for a three (3) year term;

II. This Article XXIII shall be deleted from these Bylaws as of the date of third (3rd) Annual Meeting after these Bylaws are ratified.