| Approved: | ***October 17, 2026*** |
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# CHEERLEADING CANADA INC.

# BY-LAWS

## ARTICLE I: GENERAL

1.1 Definitions – The following terms have these meanings in these By-laws:

a) *Act* – the *Canada Not-for-Profit Corporations Act, S.C. 2009, c.23*, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;

b) *Annual Meeting* – the annual meeting of the Members;

c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;

e) *Board* – the Board of Directors of the Corporation;

f) *Corporation* – Cheerleading Canada Inc., which may do business as Cheer Canada;

g) *Days* – days including weekends and holidays;

h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;

i) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be fundamental changes;

j) *Independent* – means that a Director or prospective Director has no fiduciary obligation to any entity or organization for cheerleading at the national or provincial/territorial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature. Participation in cheerleading does not alone cause a person not to be independent. A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence;

k) *Member* – those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws;

l) *National Athlete* - means a person who is a currently registered member of the Cheer Canada National Athlete Pool or a person who is retired and was a member of the Cheer Canada National Athlete Pool, not more than nine years previously;

m) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;

n) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;

o) *Registrant* – individuals who are engaged in activities that are provided, sponsored, supported or sanctioned by the Corporation or a Member and may include, but are not limited to, recreational and competitive athletes, members of national teams, coaches, officials, event organizers, administrators of provincial and territorial clubs, and volunteers who serve on club executives, committees and boards of directors. All Registrants must be registered with the Corporation;

p) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time;

q) *Region* – A geographic division of the country into five (5) areas as determined by the Board of Directors; and

r) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.2 Registered Office – The Registered Office of the Corporation will be located in the Province of Ontario at such address as the Board may determine.

1.3 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

1.4 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Act and the objectives, mission, vision and values of the Corporation.

1.5 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to *Robert's Rules of Order* (current edition).

1.6 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

## ARTICLE II: MEMBERSHIP

### Membership Categories

2.1 Categories – The Corporation has the following categories of Members:

a) Provincial/Territorial Association

2.2 Members – A Provincial/Territorial Cheerleading Association that has applied for membership, is registered as a Member with the Corporation, and has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations. No Provincial/Territorial Association that represents more than one (1) sport shall be admitted. The Corporation shall generally admit as a Member, the Provincial/Territorial Association recognized by the applicable provincial or territorial recognized sport authority or government body.

### Admission of Members

2.3 Admission of Members – Any candidate Provincial/Territorial Association will be admitted as a Member if:

a) The candidate Provincial/Territorial Association makes an application for membership in a manner prescribed by the Corporation;

b) The candidate Provincial/Territorial Association was at any time previously a Member, the candidate Provincial/Territorial Association was a Member in good standing at the time of ceasing to be a Member

c) The candidate Provincial/Territorial Association agrees to uphold and comply with the Corporation's governing documents

d) The candidate Provincial/Territorial Association meets any other condition of membership determined by the Board

e) The candidate Provincial/Territorial Association has paid dues as prescribed by the Board;

f) The candidate Provincial/Territorial Association has met the applicable definition listed in Section 2.1; and

g) The candidate Provincial/Territorial Association has been approved by majority vote as a Member by the Board or by any committee delegated this

authority by the Board.

2.4 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:

a) Change the conditions required for being a Member;

b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or

c) Change the method of voting by Members not in attendance at a meeting of Members.

**Transfer of Membership**

2.5 Transfer – Any interest arising out of membership in the Corporation is not transferable.

**Membership Year and Fees**

2.6 Year – Unless otherwise determined by the Board, membership with the Corporation begins on the date the Board accepts the Member's registration and ends on a date determined by the Board common to all Members, or when the Member resigns or is terminated from membership.

2.7 Fees – Membership fees for all categories of membership will be determined annually by the Board.

2.8 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

**Withdrawal and Termination of Membership**

2.9 Withdrawal and Termination – Membership in the Corporation is terminated when:

a) The Member dissolves;

b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these By-laws;

c) The Member resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date

specified in the resignation. All fees outstanding at the date of withdrawal shall continue to remain payable to the Corporation until fully paid;

d) By Special Resolution of the Board meeting, as set out in Article 2.12.

e) The Corporation is liquidated or dissolved under the Act.

2.10 Continuing Jurisdiction – A Member whose membership is terminated while subject to disciplinary proceeding, investigation, or action pursuant to these Bylaws or the applicable policies of the Corporation, shall remain subject to the jurisdiction of the Corporation with respect to that matter. Termination of membership shall not prevent the completion of any investigation or disciplinary proceeding, nor shall it affect the enforcement of any resulting sanctions or consequences.

2.11 Arrears – A Member will be suspended from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended Members will remain due.

2.12 **Discipline of Members**

The Board shall have authority to suspend or expel any Member from the Corporation on any one or more of the following grounds:

a) violating any provision of the Articles, Bylaws or written policies of the Corporation;

b) carrying out any conduct which may, in discretion of the Board, be considered detrimental to the Corporation or its interests;

c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

d) If the Board resolves to suspend or expel a Member, the Member will be given notice and the opportunity to respond in writing. If the Board determines that a Member should be suspended or terminated from their affiliation with the Corporation, the President, or such other Officer as may be designated by the Board, shall provide fifteen (15) days written notice of suspension or termination to the Member and reasons for the proposed suspension or termination.

e) Suspensions may come into immediate effect, with the opportunity for the Member to provide a response in writing to the Board in accordance with this section regarding the suspension. A suspended Member is not in good standing as defined herein.

f) The Member may make written submissions to the Board, in response to the notice received within the fifteen (15) ay period. If no written submissions are received within this period, the Board may proceed to notify the Member that it is suspended or terminated from their affiliation with the Corporation. If written submissions are received in accordance with this article, the Board shall consider such submissions before arriving at a final decision. The Board shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

g) The Board's decision shall be final and binding on the Member, without any further right of appeal.

**Good Standing**

2.13 Definition – A Member of the Corporation will be in good standing provided that the Member:

a) Has not ceased to be a Member;

b) Has not been suspended or terminated from membership, or had other restrictions or sanctions imposed pursuant to these bylaws;

c) Has completed and remitted all documents as required by the Corporation;

d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;

e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and

f) Has paid all required membership dues or debts to the Corporation, if any.

2.14 Cease to be in Good Standing – Members that cease to be in good standing may have privileges suspended, will not be entitled to vote at meetings of Members and will not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

**ARTICLE III: MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings of the Members.

3.2 Authority of Members – Annual and Special meetings of the Corporation are the highest authority of the Corporation. All decisions of Members at Annual and Special meetings of the Members are final. Members manage the affairs of the Corporation by

overseeing the actions and decisions of the Board and have authority to make the following decisions:

a) Elect Directors,

b) Appoint the auditor,

c) Amend these By-laws and,

d) Any such matters on which Members are entitled to vote under the Act and any specific matter that the Board determines shall be voted on by the Members.

3.3 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Members may be called at any time by:

a) the President,

b) the Board, or

c) Members, upon written requisition, who hold five percent (5%) of the votes of the Corporation.

3.4 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year. The location of the Annual Meeting is to be rotated across the Regions on an annual basis.

3.5 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

3.6 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.7 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during the period of 21 to 35 days before the day on which the meeting is to be held; or

b) By electronic or other communication facility to each Member entitled to vote at the meeting, during the period of 21 to 35 days before the day on which the meeting is to be held; and

c) By posting on the Corporation's website not less than twenty-one (21) days prior to the date of the meeting.

3.8 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board. In absence of the President or an appointed meeting Chair, a Chair may be approved by an Ordinary Resolution of the voting Members in attendance.

3.9 Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

3.10 Persons Entitled to Attend – Delegates representing Members, the Directors, those individuals invited to attend by the President, the auditor of the Corporation, and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation are entitled to be present at the meeting.

3.11 Agenda – The agenda for the Annual Meeting will be established by the Board and may include:

a) Call to order

b) Determination of a quorum

c) Appointment of scrutineers

d) Approval of the agenda

e) Declaration of any conflicts of interest

f) Approval of minutes of the previous Annual Meeting

g) Board, Committee and Staff reports

h) Report of Auditors

i) Appointment of Auditors

j) Business as specified in the meeting notice

k) Election of new Directors

l) Adjournment

3.12 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.13 Quorum – A quorum shall consist of a minimum number of Members that will comprise at least 50% of all votes of all Members, but in no circumstances shall be fewer than five (5) Members.

**Voting at Meetings of Members**

3.14 Voting Privileges –Members will have the following voting rights at all meetings of Members:

a) Members with up to 2,000 Registrants receive one (1) vote,

b) Members with between 2,001 and 5,000 Registrants receive two (2) votes, and

c) Members with over 5,000 Registrants receive three (3) votes.

3.15 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, at least seven (7) days prior to the meeting of Members, the name of the individual to represent the Member, the Delegate, and an alternate Delegate in the absence of the original Delegate. Delegates must be at least eighteen years of age and must be authorized to represent the Member. The Delegate will hold all the votes of the Member.

3.16 Voting by Electronic Means – A Member may vote by electronic means if:

a) The votes may be verified as having been made by the Member entitled to vote; and

b) The Corporation is not able to identify how each Member voted if a secret or recorded vote is held.

3.17 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and

counted. An individual who is nominated for election may not serve as a scrutineer.

3.18 Meeting Secretary – At the beginning of each meeting, the Board shall confirm one or more individuals who will be responsible for recording the minutes of the meeting. The draft minutes of the meeting shall be sent to the Board within seven (7) days. The Board-approved version of the draft minutes shall then be circulated to members within sixty (60) days of the concluded meeting, and these minutes shall be approved by the Members at the next Annual Meeting.

3.19 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, or if a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes cast will decide each issue. In the case of a tie, the issue is defeated.

3.21 Member Vote – The Members of the Corporation shall vote only on the election of Directors, the appointment of the auditors, those matters on which Members are entitled to vote under the Act and any specific matter that the Board determines shall be voted on by the Members.

**3.22** Board Attendance – At the Annual Meeting, the Board shall provide the attendance record of Directors at meetings of the Board held since the previous Annual Meeting.

## ARTICLE IV: GOVERNANCE

### Composition of the Board

4.1 Directors – The Board will consist of between three (3) to eleven (11) Directors as follows:

a) Ten (10) Directors-at-Large;

b) One (1) Athlete Representative Director.

### Eligibility of Directors

4.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who is Independent, who has not been declared incapable by a court in Canada or in another country, shall not be currently serving as an employee or contractor of the Corporation, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director. The Athlete Representative Director must be a National Athlete and not otherwise excluded by Cheer Canada

policy.

4.3 Ineligible –Any employee of the Corporation cannot be nominated, appointed or elected as a Director for the duration of their employment and one (1) year after termination of their employment.

**Election of Directors**

4.4 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible for soliciting nominations for the election of the Directors. Candidates for Director positions shall be composed of those individuals who are eligible and duly nominated per any requirements determined by the Board (or designate) and these By-laws. The Board (or designate) may endorse candidates for election but may not restrict eligible candidates from being nominated.

4.5 Nomination – Any nomination of an individual for election as a Director will:

a) Include the written consent of the nominee by signed or electronic signature;

b) Comply with the procedures established by the Nominations Committee; and

c) Be submitted to the Registered Office of the Corporation or such other location as determined by the Board no fewer than seven (7) days prior to the Meeting. This timeline may be extended by Ordinary Resolution of the Board or Members.

4.6 Gender Quotas Representation – In advancement of gender balance on the Board of Directors, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the Board shall be constituted in a manner such that no gender accounts for more than 60% of the total number of Directors. The Board shall create a report annually which sets out its approach and initiatives taken to attract Directors with the required skills and diversity (including with respect to gender representation), whether it considers its initiatives successful, and any additional steps the Board will be making towards this objective.

4.7 Athlete Representative Director – Any individual who is eligible to serve as Athlete Representative Director may submit their own nomination for the position.

4.8 Incumbents – Individuals currently on the Board wishing to be re-elected are not subject to nomination.

4.9 Circulation of Nominations - Valid nominations and their election platform messages will be circulated to Members at the Annual Meeting prior to the elections.

4.10 Election at Meeting of the Members – The election of directors will take place at each Annual Meeting of Members or at a Special Meeting called by the Members for the purpose of electing new Directors.

4.11 Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director-at-Large positions by Ordinary Resolution provided that:

4.12 The number of Directors-at-Large plus the number of other Directors present on the Board, or elected at the meeting, does not exceed the maximum number of Directors specified in the Articles;

4.13 The number of Directors-at-Large plus the number of other Directors present on the Board, or elected at the meeting, does not fall below the minimum number of Directors specified in the Articles;

4.14 The number of Director-at-Large positions is at least three (3) and no more than ten (10); and

4.15 The determination of the number of Director-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director.

4.16 Gender Representation Elections – Elections will be held at the Annual Meeting in accordance with the following:

a) In years when one gender comprises more than 60%, a gender-specific election will be held first to elect nominee(s) from other gender(s) in sufficient numbers to ensure that no one gender comprises more than 60%.

b) Once this requirement is satisfied, all remaining nominees, regardless of gender, will be included on the same ballot to fill the remaining vacancy(s) per the election procedure described in the below sections of these By-laws.

4.17 Elections – The elections will take place at Meetings of Members as required, with up to ten (10) Directors-at-Large and then the Athlete Representative Director.

4.18 Director-at-Large Elections – Elections for Director-at-Large positions will be decided in accordance with the following:

a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution

b) More Nominations than Available Positions – The nominee(s) with the greatest number of votes will be elected into the available positions until the all the available positions have been filled. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board

4.19 Terms – Elected Directors will hold office for a term of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws,

unless they resign, or are removed from or vacate their office.

4.20 Maximum Consecutive Years – Directors will serve up to a maximum of nine (9) consecutive years except:

a) Directors serving at the time of the ratification of these By-laws who have exceeded the maximum term limit of nine (9) consecutive years will retain their position for the remainder of the term; and

b) An individual who serves as the Chair or who serves on the Board the International Cheer Union may serve an additional three (3) years.

4.21 Board Orientation - Newly elected Directors will undergo Board orientation, as developed by the Corporation. All Directors, including Directors who are re-elected, will be provided with a refresher about their roles and responsibilities.

**Suspension, Resignation and Removal of Directors**

4.22 Resignation – A Director may resign from the Board at any time by presenting their written notice of resignation to the Board. This resignation will become effective on the date on which the request is accepted by the Board.

4.23 A Director who resigns, is suspended, is removed, or otherwise vacates office while subject to a disciplinary proceeding, investigation, or action pursuant to these By-laws or the applicable policies of the Corporation shall remain subject to the jurisdiction of the Corporation with respect to that matter. Ceasing to hold office as a Director shall not prevent the completion of any investigation or disciplinary proceeding, nor shall it affect the enforcement of any resulting sanctions or consequences.

4.24 Vacate Office – The office of any Director will be vacated automatically if the Director:

a) Becomes disqualified per the Act; or

b) upon the Director's death.

4.25 Removal – A Director may be removed by Ordinary Resolution of the Members at a Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

**Filling a Vacancy on the Board**

4.26 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for

the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

**Meetings of the Board of Directors**

4.27 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

4.28 Notice – Notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.29 Number of Meetings – The Board will hold at least four (4) meetings per fiscal year.

4.30 Quorum – At any meeting of the Board, quorum will consist of a majority of Directors holding office.

4.31 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.32 Absentee Voting – There will be no absentee or proxy voting by Directors.

4.33 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board or the President.

4.34 Meetings by Electronic Means – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.:

**Powers of the Board**

4.35 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

4.36 Empowered – The Board is empowered to:

a) Make policies and procedures and manage the affairs of the Corporation in accordance with the Act and these By-laws;

b) Make policies and procedures relating to the discipline of Members and

Registrants, and have the authority to discipline Members and Registrants in accordance with such policies and procedures;

c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;

d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;

e) Determine registration procedures and membership fees, dues, assessments, charges, and other registration requirements;

f) Take responsibility for risk management which includes ongoing identification of risks and measuring annually its risk management and internal control systems;

g) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By- laws; and

h) Perform any other duties from time to time as may be in the best interests of the Corporation.

4.37 Senior Staff Person – The Board may retain the services of a Chief Executive Officer/Executive Director who, together with volunteers and staff, shall implement the Board's goals and objectives. The Board may from time-to-time delegate some or all its authority to the Chief Executive Officer/Executive Director (unless otherwise prohibited by the Act). The Chief Executive Officer/Executive Director may employ such persons as required to carry out the mission and work of the Corporation with the prior approval of the Board – but the Chief Executive Officer/Executive Director will be the sole liaison between the Board and staff. When discussing the business of the Corporation, the Board will not interact with any staff member other than the Chief Executive Officer/Executive Director.

4.38 Senior Staff Person Limitation– No Director may become the senior staff person (or interim senior staff person) of the Corporation during their term as a Director or for twelve months thereafter. The Board shall develop a staff succession plan for the Chief Executive Officer/Executive Director.

4.39 Transparency – The Board shall ensure that the Corporation publishes on its website and has publicly accessible:

a) the Articles;

b) the By-laws;

c) Annual Financial Statements;

d) Minutes of meetings of Members;

e) the Board mandate;

f) terms of reference for all committees;

g) the annual report on Board diversity**;**

h) all policies enacted by the Board; and

i) any other document as may be required by these By-laws or the Act

## ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, and Treasurer.

5.2 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect a President, Vice President, Secretary, and Treasurer. They shall take office immediately.

5.3 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

a) One Valid Nominee for an Office – Winner declared by acclamation.

b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required

5.4 Term – Officers will serve until the next Annual Meeting unless such Officers resign, are removed from, or vacate their office.

5.5 Duties – The duties of Officers are as follows:

a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will oversee an annual Board review process, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board;

b) The Vice President will act as liaison between the Board and all committees, will ensure that committees are working within their respective terms of reference, will preside at meetings of the Board when the President is absent, and will perform such other duties as may from time to time be established by the Board;

c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By- laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meetings of the Members, and will perform such other duties as may from time to time be established by the Board; and

d) The Treasurer will, subject to the powers and duties of the Board, ensure proper accounting records are kept as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will be responsible for the preparation of annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff of the Corporation.

5.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.

5.8 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

## ARTICLE VI: REGISTRANT and AFFILIATES

6.1 Registrants – The Corporation has the following categories of Registrants, who are not Members, but who must register with the Corporation and pay fees as determined by the Board (or, if the Registrant is younger than 18 years old, who must have a parent/guardian register and pay any required fees on behalf of the Registrant):

a) Administrator – An individual who participates with the Corporation in an administrative, governance, operational, or staff capacity.

b) Athlete – An individual who participates with the Corporation as an athlete.

c) Coach – An individual who participates with the Corporation as a coach, manager or trainer.

d) Official – An individual who acts as an official with the Corporation.

e) Volunteer – An individual who provides volunteer services to the Corporation.

The Board, at its sole discretion, may create new categories of Registrants on such terms as it deems necessary.

**Affiliate**

The Board may also establish Affiliate categories, being corporate entities who are not Members, but who must register with the Corporation and pay fees as determined by the Board.

**Term**

6.2 Year – Unless otherwise determined by the Board, the registration term of Registrants and Affiliates begins on the date the Board accepts the Registrant's/ Affiliate's registration and ends on June 30th of that fiscal year or when the Registrant/ Affiliate resigns or is terminated from registration.

**Policy Compliance**

6.3 Policy Compliance – During registration, a Registrant/ Affiliate (or the Registrant's parent/guardian, on behalf of the Registrant, if the Registrant is younger than 18 years old) must agree to comply with the Corporation's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Corporation's policies and procedures may result in discipline, or suspension or removal from registration.

**Fees**

6.4 Fees – Registrant fees will be determined annually by the Board.

6.5 Deadline – Registrants and Affiliates will be notified in writing of the fees payable, and if they are not paid by the date specified by the Board, the Registrant/ Affiliate in default will automatically cease to be a Registrant/Affiliate with the Corporation.

**Discipline**

6.6 Discipline – A Registrant/Affiliate may be suspended or expelled from the Corporation in accordance with the Corporation's By-laws, policies, and procedures relating to discipline of Registrants/ Affiliates.

6.7 Continuing Jurisdiction – A Registrant/Affiliate who resigns or otherwise ceases to be affiliated with the Corporation while subject to a disciplinary proceeding, investigation, or action pursuant to these By-laws or the applicable policies of the Corporation shall remain subject to the jurisdiction of the Corporation with respect to that matter. Ceasing to be a Registrant/Affiliate shall not prevent the completion of any investigation or disciplinary proceeding, nor shall it affect the enforcement of any resulting sanctions or consequences.

**Status**

6.8 Status – A Registrant/Affiliate ceases to be a Registrant/Affiliate or may have their eligibility to participate in the activities of the Corporation restricted if:

a) The Registrant/Affiliate fails to maintain any of the qualifications or conditions of being a Registrant/Affiliate as described in these By-laws and any applicable policy;

b) The Registrant/Affiliate resigns from the Corporation by giving written notice to the Corporation in which case the resignation becomes effective on the date specified in the resignation. The Registrant/Affiliate will be responsible for all fees payable until the actual withdrawal becomes effective;

c) The Registrant/Affiliate fails to pay fees owed to the Corporation by the deadline dates prescribed in Section 6.5;

d) The Registrant/Affiliate fails to comply with Corporation's registration policies or applicable policies and is disciplined, suspended, or expelled, resigns, or has other restrictions or sanctions imposed in accordance with the Corporation's policies and regulations;

e) The Registrant's/Affiliate's term of registration expires; or

f) The Corporation is liquidated.

## ARTICLE VII: COMMITTEES

7.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

7.2 Standing Committees – The following committees shall be standing committees of the Corporation:

a) Governance

b) Finance and Audit

c) Nominations

7.3 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

7.4 President Ex-officio – The President will be an *ex-officio* and non-voting member of all standing and ad-hoc Committees of the Corporation.

7.5 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

7.6 Nominations Committee – The Nominations Committee shall:

a) be chaired by a Director who is not seeking re-election (when possible) and may not be chaired by a Director who is seeking election;

b) must be composed of appropriate representation from the Board, athletes, and other key interest parties;

c) prepare a skills matrix of the Board;

d) issue a call for nominations as described in these By-laws;

e) recruit and solicit nominees for the Board of Directors;

f) review the eligibility of nominees;

g) endorse nominees (optional); and

h) act as scrutineers during elections.

## ARTICLE VIII: CONFLICT OF INTEREST

8.1 Conflict of Interest – In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and 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 IX: FINANCE AND MANAGEMENT

9.1 Fiscal Year – The fiscal year of the Corporation will be July 1st to June 30th, or such other period as the Board may from time to time determine.

9.2 Bank – The banking business of the Corporation will be conducted at such financial institutions as the Board may designate.

9.3 Auditor – At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Board.

9.4 Annual Financial Statements – The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act for their review or a copy of a publication of the Corporation reproducing the information contained in the documents not less than 21 days before the date set for the annual meeting of Members. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

9.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation may be available to the Members of the Corporation but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

9.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

9.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

9.8 Borrowing – The Board may borrow money upon the credit of the Corporation from any bank, firm or person, after ascertaining consent from the Members by way of Ordinary Resolution, as it deems necessary from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient.

9.9 Remuneration – With the exception of the staff of the Corporation, all Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

9.10 Powers – No Director (other than the President, as set forth below in this section), or employee of the Corporation shall have the power to incur any indebtedness on behalf of the Corporation in excess of Five Hundred Dollars ($500.00) unless they have obtained advance authorization to do so from the Board. The President shall have the power to incur indebtedness on behalf of the Corporation in excess of Five Hundred Dollars ($500.00) for any transaction but shall not have the power to incur indebtedness on behalf of the Corporation in excess of Ten Thousand Dollars ($10,000.00) for any transaction unless they have obtained the advance authorization to do so by the Board.

9.11 Written Certification – Directors must receive, via the Chief Executive Officer/Executive Director, quarterly written certification of the following matters:

a) all required remittances be they for deductions at source, sales tax, or any other government remittances have been made

b) all other payments for which Directors are personally liable have been made

c) description of any breach of a material agreement and the status of any claims or lawsuits threatened or initiated against the Corporation including a status update of each

d) confirmation that all insurance coverage (including directors and officers liability insurance) approved by the Board is in full force and effect and that all premiums have been paid description of any material risk (financial or otherwise)

## ARTICLE X: AMENDMENT OF BY-LAWS

10.1 Amendment – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed as follows:

a) By Ordinary Resolution of the Directors at a meeting of the Board. The

Directors will submit the amendment to the Members at the next meeting of Members, and the Members may amend the By-laws by Ordinary Resolution. The amendment is effective from the date of the resolution of the Directors. If the amendment is amended by the Members it remains effective in the form in which it was confirmed

b) By member proposal, as described in Section 163 of the Act. Amendments by member proposal must be approved by Ordinary Resolution of the Members at any meeting of the Members. Amendments by member proposal that are approved by the Members take effect immediately

10.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least thirty (30) days prior to the date of the meeting of the Members at which it is to be considered.

## ARTICLE XI: FUNDAMENTAL CHANGES

11.1 Fundamental Changes – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required in order to make the following Fundamental Changes to the By-laws or Articles of the Corporation:

a) Change the Corporation's name;

b) Change the province or territory in which the Corporation's Registered Office is situated;

c) Add, change, or remove any restriction on the activities that the Corporation may carry on;

d) Create a new class or group of Members;

e) Change a condition required for being a Member;

f) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;

g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;

h) Add, change, or remove a provision respecting the transfer of a membership;

i) Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;

j) Change the statement of the purpose of the Corporation;

k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;

l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;

m) Change the method of voting by Members not in attendance at a meeting of Members; or

n) Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

**ARTICLE XII: NOTICE**

12.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director, Member, or individual as the case may be.

12.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

12.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

**ARTICLE XIII: DISSOLUTION**

13.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

**ARTICLE XIV: INDEMNIFICATION**

14.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors, and administrators from and against all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

14.2 Will Not Indemnify – The Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

14.3 Insurance – The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

## ARTICLE XV: ADOPTION OF THESE AMENDED AND RESTATED BY-LAWS

15.1 Ratification – These Amended and Restated By-laws were ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on [October 17, 2026].

15.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.