

# CANADIAN FENCING FEDERATION

## BY-LAW H

BE IT ENACTED as a by-law of CANADIAN FENCING FEDERATION (the "Corporation") as follows:

By-Law A of the Corporation, being a by-law relating generally to the organization and the transaction of the affairs of the Corporation and all other such by-laws subsequently enacted are hereby repealed and the following substituted therefore:

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canadian Corporations Act* and any act that may hereinafter be substituted therefore, as from time to time amended;

"board" means the board of directors of the Corporation;

"Corporation" means the Corporation without share capital incorporated under the Act by letters patent dated May 21, 1971 and named CANADIAN FENCING ASSOCIATION, and supplemental letters patent dated December 6, 1989 changing the name to the CANADIAN FENCING FEDERATION;

"letters patent" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"meetings of members" includes an annual meeting of members and a special meeting of members; and

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

2. The official languages of the Corporation are English and French. For the purposes of interpretation of any by-law, resolution, minutes or any other written record passed, adopted or kept by the directors, members, employees, agents and committee members of the Corporation, the language of drafting of the original version shall predominate.

## CORPORATION SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of CANADIAN FENCING FEDERATION.

## OBJECTS

4. The objects of the Corporation are to establish, develop, promote and support the sport of fencing in Canada and internationally.

## CLASSES OF MEMBERSHIP

5. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation.

6. Membership in the Corporation shall be divided into the following classes:

(a) Branch Members

(i) Branch members shall consist of such organizations that have the responsibility and jurisdiction over fencing clubs and annual members in their respective geographic areas as delegated to them by the Corporation. Those currently holding membership in the Corporation and the territory allotted to each is as follows:

The Alberta Branch - the Province of Alberta

The British Columbia Branch - The Province of British Columbia

The Manitoba Branch - The Province of Manitoba

The New Brunswick Branch - The Province of New Brunswick

The Newfoundland Branch - The Province of Newfoundland and Labrador

The Nova Scotia Branch - The Province of Nova Scotia

The Ontario Branch - The Province of Ontario

The Prince Edward Island Branch - The Province of Prince Edward Island

The Quebec Branch - The Province of Quebec

The Saskatchewan Branch - The Province of Saskatchewan

The Yukon Branch: The Territory of Yukon

The Nunavut Branch: The Territory of Nunavut

The Northwest Territories Branch: The Territory of the Northwest Territory

(ii) Branch members shall be the only members who are entitled to receive notice of meetings of members or to vote at such meetings, or to participate in the distribution of the property of the Corporation in the event of dissolution.

(b) Annual Members

The directors may from time to time admit other persons interested in furthering the objects of the Corporation as annual members in such classes and with such privileges as are from time to time determined by the directors. The annual members shall not be

entitled to notice of, or to attend or vote at, meetings of members of the Corporation. Annual members shall not participate in any distribution of the property of the Corporation in the event of dissolution.

(c) Divisions

i. Divisions will be organizations that have responsibility and jurisdiction over a constituency group as defined within the membership criteria of the Division as delegated to them by the corporation.

ii. Division membership criteria shall be determined by the Board of Directors by resolution.

iii. Individual members of Divisions must be individual Annual members of the Corporation prior to being admitted as individual members of a Division.

iv. A Division will be managed by a Management Committee as defined in the Rules and Regulations for that Division.

v. Divisions shall be notified of meetings of members and report to such meetings. Divisions shall hold no vote at meetings of members.

vi. Divisions shall not participate in any distribution of the property of the corporation in the event of dissolution.

vii. Those Divisions currently holding membership in the Corporation are:

1. Veterans Division
2. Fencing Coaches of Canada Division

7. The directors shall determine the annual dues payable by each class of membership. Members in default of any payment of dues shall, upon written notice from the Corporation, cease to be members of the Corporation.

8. Any Annual member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.

9. Organizations recognized as Branch or Division members may withdraw from the Corporation by delivering a written resignation to the Secretary, provided that the Corporation reserves the right to establish a new branch member or Division.

10. Any member may be required to resign by a vote of three quarters (3/4) of the members at an annual meeting.

HEAD OFFICE

11. The head office of the Corporation shall be in the Province of Ontario at a location designated

from time to time by the Board of Directors.

### BOARD OF DIRECTORS

12. The Corporation shall be governed by a Board of Directors which supervises the management of the business and affairs of the Corporation.
  
13.
  - (a) The Board shall be comprised of a minimum of seven (7) directors; of which a minimum of five (5) shall be elected by the voting Branch members. One (1) director to be elected as President and CEO of the Corporation and the remaining directors to be elected without portfolio. Directors shall hold office for a two-year term, being elected at the Annual General Meeting of the corporation.. Two directors and the President shall be elected in even numbered years and two directors in odd numbered years.
  - (b) Only the Branch members may nominate candidates for the Board using the advanced nomination form circulated with the notification of general meeting. In the event that no advanced nominations are received for directors, nominations may be called from the floor during the meeting of members.
  - (c) Directors shall be elected by secret ballot. A candidate must receive a majority vote of members to be acclaimed into the position of director. Where more than one candidate is nominated, a series of ballots will be held until one candidate receives a clear majority of votes. Otherwise, at each ballot, the candidate with the least number of votes shall be eliminated. Should a candidate not receive the majority of votes of members, even although they may be the only candidate, the candidate shall not be acclaimed as a director of the Board.
  - (d) One director shall be elected by the Fencing Coaches of Canada Division to sit as a Coaches' Representative on the board, and one director shall be elected by the athletes to sit as an Athlete's Representative on the Board. The Board shall determine the CFF licensees entitled to vote for the coaches representative and for the athletes representative. These two Directors may hold office for a two year term or lesser period as determined by their constituent members.
  - (e) The election of the two directors representing the Fencing Coaches of Canada Division and the athletes shall occur prior to, or at the Annual General meeting of the CFF in the year of the start of their term.
  
14. The office of director shall be automatically vacated:
  - (a) if a director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
  - (b) if he is found to be a lunatic or becomes of unsound mind;
  - (c) if he becomes bankrupt or suspends payment or compounds with his creditors;
  - (d) if he becomes unable to carry out his duties as a director

- (e) if he is absent from two consecutive meetings of the board;
- (f) if the disciplinary process for violations of the Board of Directors' Code of Conduct recommends removal from office
- (g) if at a special general meeting of members a resolution is passed by two-thirds of the members present that he be removed from office;
- (h) on death

provided that if a vacancy shall occur for any of the above reasons, the board may, by majority vote, fill the vacancy by appointment to be confirmed by a vote of members at the first General Meeting of members following the appointment..

15.
  - (a) **Frequency of meetings:** An annual cycle of Board meetings shall be established at the first meeting of the Board following the Annual General Meeting. The Board will endeavour to hold at least four board meetings between any two annual general meetings. In addition, upon the written request of 50% or more directors, the Secretary shall issue notice and an agenda for a meeting of the Board.
  - (b) **Notice of Meetings:** Meetings of the Board shall be called by the President. Formal notice of these meetings, including the designated time and place and the agenda, shall be sent to each director at least fourteen (14) days prior to these meetings.
  - (c) **Waiver of Notice:** The board may, without notice, hold its first meeting immediately following the meeting of members at which such a board is partially or entirely elected or confirmed provided a quorum of directors is present. Emergency meetings may be called by the Chairperson without notice provided that a quorum of directors is present.
  - (d) **Quorum:** A minimum of 50% of directors is required to provide quorum for a meeting of the board.
16. Meetings may be held in person, by teleconference, video-conference or other electronic means. Furthermore, for any meeting, one or more directors may participate by teleconference, video-conference or other electronic means allowing all persons participating in the meeting to communicate each other.
17. The immediate past President of the Corporation may attend and is entitled to notice of, any meeting of the Board for a one year term following his presidency, provided that he did not vacate the office as provided in Article 14. The Past President is not entitled to exercise a vote at such meeting.
18. No formal notice of meetings of the board shall be necessary if all directors are present in person or by telephone conference or waive notice thereof in writing. Emergency meetings may be called without notice provided that a quorum of directors is present. No error or omission in

giving notice of any meeting of the board or of any adjourned meeting of the board shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

19. Each director shall be entitled to one vote on resolutions of the Board. Resolutions may be tabled during meetings of the Board or by any written means including email. The meeting Chairperson, or in the instance of a written or email resolution, the President, shall have a second casting vote in case of a tie. Decisions shall be determined by a simple majority of votes cast unless otherwise specified by this by-law. Votes of directors may be determined by show of hand, voice or other electronic means (eg. Email) as the situation permits unless a ballot is requested by one or more directors as long as the outcome of the vote is accurately recorded in the minutes of the conference.
20. Directors shall declare known or perceived conflicts of interest annually in the first meeting of the Board following the Annual General meeting of the Corporation or when discussion on an issue could present a conflict of interest to them. Directors shall represent unconflicted loyalty to the interests of the Corporation. This accountability supersedes any conflicting loyalty to a specific constituency of members, to staff or to any personal interest as a consumer of the services of the Corporation. A director shall abstain from voting on any matter in which he has a conflict of interest. If it is subsequently determined that a director voted on such a matter, then his vote shall retroactively become an abstention. Such a retroactive determination shall be made by a majority of a quorum of directors excluding the director whose vote is in question.
21.
  - (a) Directors shall serve without remuneration for their elected responsibilities
  - (b) No Director shall directly or indirectly profit materially from his position as Director, provided that a director may be compensated for reasonable expenses incurred in the performance of his duties at Board meetings or designated education and training events.
  - (c) The Board of the corporation shall have the authority to provide compensation to a director for services rendered to the corporation as a staff member or contractual employee in achieving the strategic objectives of the corporation. Branch Members must be notified when directors are compensated for work rendered to the Corporation as a staff member or a contractual employee and the nature of the work disclosed.
22. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is appointed.
23. The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.
24. The board may appoint committees from time to time to assist the Board. Such members will hold their office at the will of the Board.

25. The remuneration of all officers, agents, employees and committee members shall be fixed by the board by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

#### INDEMNITIES TO DIRECTORS AND OTHERS

26. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
  - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

#### POWERS OF DIRECTORS

27. The directors of the Corporation shall have the power to:
- (a) ensure accountable organizational performance;
  - (b) enforce upon itself the discipline required to govern with excellence;
  - (c) Govern the ongoing financial health of the Corporation through Board policies that prohibit the development of fiscal jeopardy or material deviation of expenditures from Board priorities.
28. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board may prescribe.
29. The board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

#### OFFICERS

30. The officers of the Corporation shall be a President, a Secretary and Chief Financial Officer (CFO). The Board may establish from time to time other officer positions as it determines it requires to execute the business of the corporation. The President shall be elected by members at a general meeting. Other officers shall be appointed by a majority vote of the Board.
31. All officers shall be directors of the Corporation.
32. All officers shall cease to be officers if they cease to be directors or if they, except the President, are removed by a majority of the board. The President can be replaced or removed from office only by a special resolution of the members at a general meeting.

#### DUTIES OF OFFICERS

33. The President and CEO shall preside at all meetings of the Board and he shall ensure that all orders and resolutions of the board are carried into effect. He shall perform such other duties as may be directed from time to time by the Board.

The CEO shall be the Board's representative to operational and administrative aspects of the Corporation.

The Board shall develop the strategy and policies of the Corporation and shall communicate those, through the President and CEO, in writing to the employees of the Corporation.

34. The President shall chair meetings of the Board unless found to be in conflict of interest or absent from the meeting. In such an instance, the directors may appoint from among those directors present, a director to Chair the meeting..

The duties of the Chairperson are:

- (a) to chair Board meetings with all the commonly accepted power of that position;
- (b) to ensure the Board behaves consistently with its rules and policies;
- (c) To represent the Board to outside parties;

The Chairperson may delegate this authority but remains accountable for its use.

35. The Secretary may be empowered, by resolution of the board, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and of the board, and shall perform such other duties as may be prescribed by the board. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorised by a resolution of the board to do so and to such person or persons as may be named in the resolution.
36. The Chief Financial Officer (CFO) shall have the oversight for the custody of the funds and securities of the Corporation and the accounts of all assets, liabilities, receipts and disbursements

of the Corporation in the books belonging to the Corporation and the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time. He shall have oversight of the disbursement of the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

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40. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them.

#### EXECUTION OF DOCUMENTS

41. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers as determined from time to time by the board and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board.

42. The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or Corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

#### MEETINGS OF MEMBERS

43. The annual or any other general meeting of Branch members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine and on such day as the directors shall appoint. Branch member delegates must be individual annual members of the Corporation to vote.

44. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board

elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members, except that business that would have the effect of instituting or increasing any fee or charge levied upon any member, whether Branch, club or individual, may be transacted only if it is included specifically in the Agenda issued in advance of the meeting and, in particular, in no circumstance may such business be introduced or transacted under “New Business”. The board or the President shall have the power to call, at any time, a general meeting of the members of the Corporation. Any two (2) branch members may, in writing, require the board or the President to call a special meeting of members of the Corporation.

45. Thirty (30) days' prior written notice shall be given to each member of any annual or special general meeting of members. The agenda for any such meeting shall be given to each member prior to such meeting. Where special business will be conducted, the notice will give sufficient information to form a reasoned judgment.
46. At the annual general meeting and any special general meeting of the Corporation, each branch member shall have the right to exercise votes as per the number of individual licencees registered in each branch as they appear on the CFF licence database 21 days prior to the meeting. Each licencee to be counted only once for the purposes of this calculation, as follows:
  - (a) one vote for a Branch member in good standing 21 days prior to the meeting;
  - plus
  - (b) one vote for each block of 500 licencees registered to that Branch
47. Proxy votes shall be permitted at all meetings of members only when the delegate of a branch member is unable to attend. In such event, a form of proxy shall be submitted to the Secretary at any time prior to the meeting, duly signed by the branch member president or secretary, appointing another branch member to cast the vote(s) of the absent delegate. The proxy-holder shall vote the proxy according to the written instructions therein. A branch member may hold the proxy vote(s) of only one other branch member. Either a form of proxy or a reminder of the right to use a proxy shall be attached to the notice of meeting going to each member.
48. At all meetings of the Corporation, a quorum shall consist of a majority of the votes held by branch members and the presence of at least five (5) Branch members.
49. At any meeting of members of the Corporation, decisions shall be determined by a simple majority of the votes cast unless otherwise specified by this by-law or by the Act. Voting will be by show of hands unless a ballot is requested by a voting delegate.
50. At any General meeting of members of the Corporation, the chairperson of the meeting shall be the President of the Corporation. In the situation where the president is absent, the members shall elect the chairperson for the meeting. In the situation where the chairperson is in conflict of interest, the members may elect a chairperson to chair that issue only. If a delegate is the chairperson he shall retain his vote. The chairperson of any general meeting shall have a casting vote in case of a tie.

51. No error or omission in giving notice of any meetings of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

#### MINUTES OF BOARD OF DIRECTORS

52. The minutes of the board shall not be available to the general annual members of the Corporation but shall be available to the board, each of whom shall receive a copy of such minutes. Branch members shall receive at least one copy of such minutes.

#### FINANCIAL YEAR

53. Unless otherwise ordered by the board, the fiscal year-end of the Corporation shall be March 31.

#### AMENDMENT OF BY-LAWS

54. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law:
- (a) enacted by a majority of the directors at a meeting of the board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members; or
  - (b) enacted by a 2/3 majority vote of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the minister of Consumer and Corporate Affairs has been obtained.

#### AUDITORS

55. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the officer of auditor. The remuneration of the auditor shall be fixed by the board.
56. The financial accounts of the Corporation shall be audited annually no later than six (6) months following the termination of the fiscal year.

#### BOOKS AND RECORDS

57. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## RULES AND REGULATIONS

58. The board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at that time cease to have any force and effect.
59. All official documents of the corporation, with the exception of minutes of meetings of the Board of Directors, shall be posted on the organizations website immediately following enactment. Only those documents posted on the organizations website will be considered the current documents for the interpretation or governance of the organization.

Official documents include, but is not limited to: Bylaws, Rules and Regulations and Policies.

The Board of Director must approve documents before they are made public.

ENACTED this 8<sup>th</sup> day of June, 2008