

SPEED SKATING CANADA

BY-LAWS

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SPEED SKATING CANADA**BY-LAW No. 1****ARTICLE I****INTERPRETATION****1. DEFINITIONS:**

In this By-Law the following definitions shall apply:

- a) Board means the eight member Board of Directors of the Corporation consisting of a President, a Treasurer, an Athlete Director and 5 Directors at Large;
- b) Branch Member means the organization which the Corporation recognizes in accordance with this By-Law as governing the sport of speed skating in each of the Provinces and Territories of Canada;
- c) Corporation means Speed Skating Canada;
- d) Director at Large means the Directors of the Corporation other than the Directors who serve as President, Treasurer and Athlete Director;
- e) General Meeting means the Annual Meeting or a Special Meeting of the Corporation, as provided by this By-Law;
- f) Officer means the President, the Treasurer, the Secretary of the Corporation, or any other person appointed by the Board pursuant to the provisions of this By-Law (eg. *Execution of Instruments* provisions and the *Officers* provisions);
- g) The Athlete Director is the Director of the Corporation who shall be elected by National Team and National Development Team Members, from among candidates nominated by these Members in a process to be determined by these Members;
- h) The Standing Committees of the Corporation are:
 - High Performance Long Track Committee
 - High Performance Short Track Committee
 - Club and Membership Development Committee
 - Coaching Development Committee
 - Competition Development Committee
 - Officials Development Committee

- i) Skater Representative means any one of four (4) athlete skaters elected by National Team and National Development Team skaters from each of the four National Training Centres (NTC). One Skater Representative is elected from each of the following Centres: Long Track at Quebec NTC, Long Track at Calgary NTC, Short Track at Montreal NTC, and Short Track at Calgary NTC. Skater Representatives are elected from among National Team and National Development Team Members nominated by the athletes at their Training Centre in a process to be determined by these Members.

2. GENERAL

In this By-Law, the following interpretations shall apply:

- a) In this By-Law, all other By-Laws and in resolutions of the Corporation, the word person shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies, and other legal entities. Words imparting the singular number or the masculine gender shall, where the context requires, include the plural or the feminine or neuter genders, as the case may be and vice versa;
- b) The Chair of the Board Meeting or Meeting of the Members shall interpret this By-Law as the case may be, subject to the right of procedural challenge of the ruling of such Chair by the Directors or Voting Delegates as the case may be. The ruling of the Chair may be overturned by a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast by those Directors who, being entitled to do so, vote at such Board Meeting or by a two-thirds (2/3) majority of the votes cast by the Voting Delegates in the case of a Meeting of the Members.

ARTICLE II

BUSINESS OF THE CORPORATION

3. HEAD OFFICE

The Head Office and domicile of the Corporation shall be in the City of Ottawa, in the Province of Ontario. The Board may establish such other offices as the affairs of the Corporation may require.

4. CORPORATE SEAL

The seal, an impression whereof is imprinted adjacent hereto, shall be the corporate seal of the Corporation.

5. FINANCIAL YEAR

The financial year of the Corporation shall be April 1st to March 31st of the following year.

6. BANKING ARRANGEMENTS

The banking of the Corporation, or any part thereof, shall be transacted with such banks or trust companies as the Board may determine. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such Officer(s) and/or other person(s) as determined by resolution of the Board.

7. BORROWING POWERS

For the purpose of carrying out the objects of the Corporation, the Board may borrow or raise or secure the payment of money in such a manner as it deems fair, and may issue debentures provided that the debentures shall not be issued without the sanction of a special resolution of the Members of the Corporation.

8. CHEQUES, DRAFTS, AND NOTES

All cheques, drafts or orders for the payment of money and all notes and acceptances of bills of exchange shall be signed by Officers, Directors or those persons authorized to do so by resolution of the Board as set out in s. 11 hereunder.

9. SHARES AND SECURITIES

All the shares or other securities carrying voting rights of any other company or corporation held by the Corporation may be exercised at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and by such person or persons as the Board shall determine.

10. AUDITOR

The auditor of the Corporation shall be appointed each year on the basis of an approved motion at the General Meeting. The auditor must have the necessary qualifications to perform an audit and must be independent from the Corporation. Their responsibilities are:

- a) To express an opinion on the fairness with which the Financial Statements present the financial position of the Corporation;
- b) To report results of operations and changes in financial position;
- c) To make suggestions as to the form and content of the Financial

Statements;

- d) To comply with generally accepted auditing standards;
- e) To seek reasonable assurance that the Financial Statements taken as a whole are not materially misstated.

11. EXECUTION OF INSTRUMENTS

- a) Contracts, documents or instruments in writing which require the signature of the Corporation may be signed by the President or Treasurer together with another Officer of the Corporation authorized by the Board, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization and formality. The Board is authorized from time to time by resolution to appoint any Officer or Officers, or any other person or persons, to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally, or specific contracts, documents and instruments in writing.
- b) The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.
- c) The terms "contracts", "documents" and "instruments" in writing as used in this By-Law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignment of shares, bonds, debentures or other securities and all paper writings.
- d) In particular, without limiting the generality of the foregoing, the President or Treasurer together with the other person authorized by the Board are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned or registered in the name of the Corporation and to sign and execute (under the Corporate seal of the Corporation) all assignments, transfer, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

12. ENACTMENT, AMENDMENT, AND REPEAL OF A BY-LAW

The By-Law of the Corporation not embodied in the letters patent may be repealed or amended by By-Law, or a new By-Law relating to the requirements of subsection 155(2) of the Canada Corporations Act may be enacted by a majority vote of its current Directors at a Meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes

being exercised by Voting Delegates, Directors, and Skater Representatives 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 without the approval of the Minister of Industry. Only By-Laws relating to the requirements of subsection 155 (2) of the Canada Corporations Act require the approval of the Minister.

Proposed By-Law changes shall be delivered to all Members who are entitled to notice, at least fourteen (14) days prior to the time fixed for the meeting duly called.

13. PROCEDURES AND REGULATIONS

The Board may prescribe Procedures and Regulations consistent with this By-Law relating to the management and operation of the Corporation as it may deem expedient, provided such Procedures 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 in default of confirmation at such Annual Meeting of Members, shall at and from that time cease to have force and effect.

14. BOOKS AND RECORDS

The Board shall ensure that all necessary books and records of the Corporation required by the By-Law of the Corporation or any applicable Statute or Law are regularly and properly kept.

15. OFFICIAL LANGUAGES

The official languages of the Corporation shall be English and French. The Language of Record for this By-Law as of June, 2008 is English. For all subsequent By-Law amendments the Language of Record for those amendments shall be the language in which the amendment is submitted.

This By-Law shall be published in both official languages.

ARTICLE III

MEMBERSHIP

16. CLASSES OF MEMBERS

a) Branch Members

The Branch Members of the Corporation shall be duly constituted Provincial or Territorial Associations/Federations that are responsible for the management of speed skating within provincial or territorial boundaries and have the primary responsibility for representing their Members at the Annual Meeting of the Corporation.

b) Ordinary Members

Ordinary Members obtain membership in the Corporation by becoming members of a Club that is affiliated with a Branch Member, or by becoming a member of a Branch Member directly, as the case may be. The types of Ordinary Members are described in the Procedures and Regulations of the Corporation.

c) Honorary Members

Honorary Membership shall be given only to a person who has made an outstanding contribution to the welfare of the Corporation, and such membership shall be by election by a simple majority at the Annual Meeting upon the recommendation of the Board of Directors. The rights, duties, duration and privileges of Honorary Members may be fixed by the resolution naming them to such membership.

d) Partner Members

Partner Membership shall be granted to any person, group, association, or corporation wishing to contribute to the development of Speed Skating and who makes application to the Corporation and whose application is accepted by the Board. Partner Membership may also be offered without application, at the discretion of the Board, to any person, group, association, or corporation making a contribution to the development of Speed Skating in Canada.

e) Independent Members

Independent Membership shall be available to Members of the Corporation's Board of Directors. Officials (Level 3 and above) may also register directly with the Corporation as Independent Members without joining a Club or a Branch.

f) Special Event Members

Special Event Members will be those individuals who become non-competitive Members on a single-event basis. That is, they are Members only for the duration of an event. Furthermore, they can only take out such a membership once per season. To formally take part in more than one speed skating event in a season, they must register as an Ordinary Member. The Special Event Membership class is meant to accommodate volunteers who may assist at only one event a year. These individuals would not formally participate in speed skating at any other time. It is also meant for those individuals who come out to try speed skating once on a trial basis whether through a clinic, drop-in class, try-out class, or camp.

17. CONDITIONS OF MEMBERSHIP

- a) Any adult person who has attained 18 years of age who accepts membership in the Corporation shall be deemed to have undertaken to abide by the provisions of the By-Laws of the Corporation.

- b) A person under the age of eighteen (18) years may be admitted as a Member of the Corporation but cannot be elected or appointed to any Standing Committee or as an Officer or Director therein.
- c) No Member under the age of eighteen (18) years shall be entitled to vote at any meetings of the Corporation.
- d) A Corporation, Society, or Association admitted to membership in the Corporation may be represented by some person authorized on behalf of the said Corporation, Society or Association in accordance with the provisions of this By-Law.

18. MEMBERSHIP FEES

- a) The membership fees shall be set by the Board and shall become effective only when approved by the Members at an Annual or other General Meeting.
- b) A Member shall be deemed to be in good standing upon payment of the current annual membership fee.
- c) A season begins April 1st of any given calendar year and shall last until March 31st of the following calendar year. Membership paid in one season expires on December 31st of the following season.
- d) If a Member fails to pay the membership fee in full when due, or otherwise fails to abide by the provisions of the By-Law of the Corporation, the Board may in its discretion and subject to such terms and conditions as it deems appropriate:
 - i) Suspend the voting or such other privileges of such Member; or
 - ii) Impose such further or other penalty, including fines, as the Board may determine.
- e) Memberships are not transferable.

19. TERMINATION OF MEMBERSHIP

Membership in the Corporation automatically terminates:

- a) If an individual Member resigns or a Branch Member withdraws in writing to the head office of the Corporation;
- b) Upon the individual Member's death or in the case of a Branch Member, the Corporation or Organization ceases to exist;
- c) If an individual Member is expelled from the Corporation;

- d) When the period of membership expires.

20. SUSPENSION AND EXPULSION

The Board of Directors may, by resolution passed by at least two-thirds (2/3's) of its current Directors, suspend or expel any individual Member of the Corporation, provided that the circumstances of the suspension or expulsion have been reviewed under the Corporation's existing Conduct Review procedures, and all other avenues of appeal have been exhausted. In meeting to make such a decision, the Board will allow the Member in question to make a presentation to the Board before a final suspension/expulsion decision is made. The final decision of the Board cannot be appealed.

ARTICLE IV

MEETINGS OF THE MEMBERS

21. COMPOSITION

The Annual Meeting shall be composed of:

- a) The Board;
- b) Voting Delegates appointed by Branch Members to attend the Meeting in accordance with this By-Law; and
- c) The four Skater Representatives, each representing one of the four National Training Centres and elected respectively by each of the four National High Performance athlete groups (Long Track at Ste-Foy NTC, Long Track at Calgary NTC, Short Track at Montreal NTC, and Short Track at Calgary NTC).

22. VOTING DELEGATES

- a) Each Branch Member in good standing shall be entitled to appoint Voting Delegates to all Annual or Special Meetings of the Corporation based on the number of Ordinary Members the Branch Member has as of March 31st immediately preceding the Meeting, as per the following:

<u>Members</u>	<u>Delegates</u>
1-100	one (1)
101-200	two (2)
201-500	three (3)
501-1000	four (4)
1001-1500	five (5)
1501-2000	six (6)
2001-2500	seven (7)
2501-3000	eight (8)

3001-3500	nine (9)
3501-4000	ten (10)
4001-4500	eleven (11)
4501-5000	twelve (12)
5001+	thirteen (13)

- b) Chairs and Elected Members of Standing Committees of the Corporation shall not be permitted to be a Voting Delegate for any Branch Member.

23. VOTING

- a) Every question submitted to any meeting of Members shall be decided by a majority vote of the combination of Voting Delegates, Directors, and Skater Representatives, given by a show of hands, or by a roll call vote, or ballot when requested by any Voting Delegate, Director, or Skater Representative present, unless otherwise specifically provided for in the Procedures and Regulations or in this By-Law. At any meeting, unless a roll call or ballot is demanded, a declaration by the Chair that a resolution has been "carried" or "carried unanimously" by a particular majority or "lost" or "not carried" by a particular majority shall be conclusive evidence of the fact without proof of number or proportion of votes recorded in favour of or against the motion.
- b) If a roll call or ballot is demanded at any meeting, it shall be taken forthwith without adjournment:
- i) A roll call or ballot may be demanded either before or after any vote by show of hands by any Voting Delegate at a meeting;
 - ii) The results of a roll call or ballot shall be deemed to be the final resolution of the question at which the roll call or ballot was demanded;
 - iii) A demand for a roll call or ballot may be withdrawn.
- c) Except in the case of the election of Directors, an election in which Directors shall not have a vote, each Director shall be entitled to one vote at any Meeting of the Members, excluding the President or designated Chair who shall only be entitled to vote in case of a tie of votes, in which case the President or Chair shall cast the deciding vote.
- d) Voting Delegates, Directors and Skater Representatives must be Members in good standing of the Corporation.
- e) Motions or resolutions may only be presented at a Meeting of Members by accredited Voting Delegates, a Director or a Skater Representative.
- f) Any Voting Delegate or Skater Representative may appoint a proxy holder to attend and vote at a specific Meeting of the Members, provided that:

- i) A written proxy is submitted no later than at Meeting registration;
- ii) The proxy-holder is a Member of the Corporation;
- iii) The proxy is granted to a Member who is not a Director nor a Committee Chair;
- iv) A Branch's Voting Delegate cannot carry a proxy for a Branch other than the one with which they are affiliated;
- v) A Voting Delegate or Skater Representative may carry a maximum of 2 proxies;
- vi) A Skater Representative may grant a proxy to a current skater from a National Team or National Development Team.

24. ANNUAL MEETING

- a) The Annual Meeting of the Corporation shall be held at such place as designated by a majority decision of the Voting Delegates at the Annual Meeting two years previous, on a date near mid-June as designated by the President of the Corporation.
- b) The general business to be considered at such Meetings shall include the report of the President, elections, presentation of the annual Financial Statements, appointment of auditors, and such other business, if any, as may properly come before the Meeting.

25. SPECIAL MEETING

Special Meetings of the Corporation may be called by any four (4) Directors of the Corporation, or by any four (4) Branch Members. A call for a Special Meeting must be delivered in writing to the President or Director General, requesting that a Special Meeting be called. The call must be signed by each of the four (4) Directors or four (4) Branch Members, and set forth the purpose for which such Meeting is called.

Upon receipt of such written request, the President or the Director General by the direction of the President, shall within five (5) business days, send out such notice as required to call a Meeting of the Members set out in *Notice of Meetings* provisions herein. Such notice must

- a) include the purpose and objectives of the Special Meeting, and include sufficient information to allow Members to make an informed decision.
- b) Special Meetings shall be held at such place as designated by the Board.

26. NOTICE OF MEETING

- a) Notice shall be delivered to all Members who are entitled to notice, at least fourteen (14) days prior to the time fixed for the Meeting, and will specify the place, day and hour of the Annual or Special Meeting

although any Meeting so called may be held at any time and for any purpose, without notice, if all Members entitled to vote are present or represented by proxy or have waived notice of the Meeting either before or after the Meeting.

- b) Notice shall be served either personally or by sending it through post or digital transmission (eg. facsimile or email) addressed to such Branch Member, Skater Representative, Director or Auditor at their contact information as it appears in the books of the Corporation.
- c) Notice sent by post shall be sent by registered mail, and with respect to digital transmission a confirmation receipt shall be sufficient to prove that the notice was properly delivered.
- d) The signature of any notice may be written, electronically signed or stamped.
- e) Any Annual or Special Meeting shall not be invalidated by any inadvertent accident, error or omission in giving notice, or make void any proceeding taken thereat.

27. QUORUM

A quorum shall consist of a majority of votes held by the Voting Delegates and Skater Representatives. Provided a quorum is present at the commencement of the Meeting, the Meeting may continue even though Voting Delegates and Skater Representatives who leave may reduce the numbers to less than a quorum. Voting Delegates and Skater Representatives who have declared a conflict of interest shall be counted in determining the quorum.

28. POWERS

In addition to the powers conferred upon them by law or these regulations, the Voting Delegates and Skater Representatives in attendance at an Annual or Special Meeting may determine the general policies and direction of the Corporation, although this role shall fall to the Board of Directors in the normal course of business.

29. CHAIR

In the absence of the President, the Voting Delegates and Skater Representatives present at any Meeting of Members shall choose another Director as Chair. If no Director is present, or if all the Directors present decline to act as Chair, the Voting Delegates and Skater Representatives present shall choose from their numbers a Chair.

30. ADJOURNMENTS

Motions for adjournment can be called and voted upon at Meetings of the

Members, as per the current meeting procedures of the Corporation, notwithstanding the lack of a quorum.

ARTICLE V

BOARD

31. SELECTION

The President, Treasurer and five (5) Directors at Large shall be elected by a combination of the votes of the Voting Delegates and Skater Representatives at the Annual Meeting, and the Athlete Director shall be elected as per Paragraph 1 g).

Nominations for the Board of Directors close 30 days prior to the commencement of the AGM. Nominations from the floor at the AGM may only be made if the total number of nominees submitted 30 days prior to the AGM is less than the number of positions that are up for election. Directors whose nomination is unopposed shall be declared elected by acclamation. Where more than one nomination for a specific office is received, election shall be conducted by means of ballot, and the successful candidate will be determined by a simple majority of votes held by the combination of Voting Delegates and Skater Representatives present.

32. TERM OF OFFICE

Directors are elected for a two-year term. On even years, the President, two (2) Directors at Large and the Athlete Director will be elected. On odd years, the Treasurer and three (3) Directors at Large will be elected.

- a) A President may serve not more than three (3) consecutive and full two-year terms.
- b) A Treasurer and Directors at Large may serve not more than four (4) consecutive and full two year terms.

33. BOARD VACANCIES

Any Board position shall be automatically vacated:

- a) If a Director resigns from office by delivering a written resignation to the Board or to the Board through the President or Director General;
- b) If a Director becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out the duties required;
- c) On the death of a Director; or

- d) When a Director is removed from office.

When any vacancy occurs on the Board, the remaining Directors may, by resolution, fill the vacancy with a Member in good standing if it sees fit to do so. Otherwise, such vacancy shall be filled at the next meeting. Any Member appointed or elected to fill such vacancy shall hold office for the unexpired term. In the case of the Athlete Director, such appointment shall be done in consultation with Members of the National Teams and National Development Teams.

34. REMOVAL OF DIRECTOR

The Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast by those Delegates entitled to participate in the election of the Board of Directors, at an Annual or Special Meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director from office before the expiration of that Director's term of office, on any of the following grounds:

- a) Lack of interest or dereliction of duty;
- b) Incompetence;
- c) Behaviour or conduct harmful to the best interest of the Corporation; or
- d) The special skills or qualifications that the Director first had when recommended for the position, have been lost.

Those Delegates entitled to participate in the election of the Board of Directors may elect any qualified Member as a replacement for the remainder of that Director's term.

The Athlete Director may be removed from office by resolution passed by at least two-thirds (2/3) of the Members of the National Teams and National Development Teams on any of the above noted grounds. The Teams' Members may then elect any qualified Member as a replacement for the remainder of that Director's term.

35. MEETINGS

- a) Meetings of the Board shall be called by the President or any other three (3) Directors. Notice of such Meeting shall be provided a minimum of fourteen (14) days in advance. Conditions of notice as determined for Meetings of Members shall apply with modifications as appropriate (ie. "Members" shall mean Board Members and "Meeting" shall mean Meeting of the Board, etc.). A Board Meeting shall be constituted by a face-to-face meeting, or by a telephone conference call, or by other communications facilities that are accessible by all Directors.

- b) A quorum for the transaction of business of Meetings of the Board shall be five (5) Directors.
- c) Questions arising by way of motion at any Meeting of the Board shall be decided by a majority of votes of the Directors present. In the case of an equality of votes, the Chair shall have the deciding vote. Each Director is authorized to exercise one (1) vote. Proxies are not accepted at a Meeting of the Board:
 - i) The Board may be polled by registered mail, facsimile or electronic mail for a decision of any nature to determine a course of action or financial expenditure; for such action to be undertaken or such expenditure to be made, a resolution in writing signed by a majority of the Directors is required;
 - ii) When a Director is polled, the motion under consideration must be clearly set out in whatever form of communication is used to poll Directors and all background material made available to Directors, must be made available to all Directors;
 - iii) When a Director is polled, provision must be made for declaring a conflict of interest.

36. POWERS

The Board shall exercise all the powers which are conferred upon it by law or By-Law. The Board's responsibilities shall include:

- a) Fulfilling the duties and responsibilities given it at the Annual Meeting;
- b) In addition to the powers conferred upon the Board of Directors by law or these regulations, the Board shall, in the absence of specific directives
- c) from the Members, determine the Policies and direction of the Corporation;
- d) Hiring and evaluating the performance of the Director General of the Corporation;
- e) Establishing and regulating committees;
- f) Ensuring payment of loans or other Corporation debts, and this may from time to time, include borrowing funds and pledging any assets allowed by law for these purposes;
- g) Delegating, as deemed necessary, any or all powers, duties, and authority of the Board that may be lawfully delegated, to any committee, Officer or other person.

37. REMUNERATION OF DIRECTORS

Directors shall not receive any financial remuneration for their services, but they shall be entitled to be reimbursed for their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation.

38. QUALIFICATIONS

A Director must be an individual with power under law to contract who is at least 18 years of age and a Member in good standing of the Corporation.

ARTICLE VI**OFFICERS****39. OFFICERS**

The Officers of the Corporation shall be the President, Treasurer and the Secretary and such other Officers as the Board may determine from time to time.

- a) The President shall be the Chief Executive Officer of the Corporation and shall preside at all Meetings of the Corporation and of the Board. The President shall act as the chair and the spokesperson for the Board and the Corporation. The President shall carry out the decisions and policies of the Annual Meeting and exercise general supervision and management of the affairs of the Corporation. The President shall, when present, preside at all Meetings of the Directors; or he may appoint a Chair to preside at such Meetings.
- b) The Treasurer shall have general charge of the finances of the Corporation. The Treasurer shall be responsible for the deposit of all money and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as designated by the Board, and shall render to the Board, whenever directed by the Board, a report of the financial condition of the Corporation and all transactions as Treasurer; and as soon as possible after the close of each financial year, the Treasurer shall make and submit to the Board a financial report for such financial year. The Treasurer shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing the Corporation.
- c) The Chief Operating Officer who is the Director General, serves as the Secretary of the Corporation. The Secretary shall attend to the giving and service of all notices of the Corporation and shall keep in safe custody the Corporate seal of the Corporation. The Secretary shall have charge of the corporate records of the Corporation including a register containing the

names and addresses of Members of the Corporation and the Members of the Board, together with copies of all reports made by the Corporation and such other records and papers as the Board may direct. Further, the Secretary shall be responsible for the taking and reproducing of all Minutes for General Meetings and Board Meetings, and for maintaining a Minute Book, and further for the keeping and filing of all books, reports, certificates and other documents required by law to be kept on file by the Corporation.

- d) The Board of Directors may appoint such additional Officers and agents as it shall deem necessary which shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

40. OFFICER VACANCIES

The position of an Officer shall be automatically vacated:

- a) If an Officer resigns by delivering a written resignation to the Board through the President or Director General;
- b) If an Officer becomes of unsound mind or is found to be mentally incompetent or physically unable to carry out the duties required;
- c) On the death of an Officer; or
- d) When an Officer is removed from office.

Should a vacancy occur, the Board of Directors may appoint an Officer to fill such a vacancy.

41. REMOVAL OF OFFICERS

- a) The Board of Directors may, by resolution passed by at least two-thirds (2/3's) of its current Members at a Meeting of the Board, of which notice specifying the intention to pass such a resolution has been given, remove any Officer from Office before the expiration of that Officer's term of Office, on any of the following grounds:
 - i) Lack of interest or dereliction of duty;
 - ii) Incompetence;
 - iii) Behaviour or conduct harmful to the best interests of the Corporation; or
 - iv) The special skills, qualifications, or position that the Officer first had when recommended for the position, have been lost.

The Board may then appoint a qualified Member as a replacement for the remainder of that Officer's term.

- b) The Members of the Corporation may, by resolution passed by at least

two-thirds of the votes cast by those Delegates entitled to participate in the election of the Board of Directors, at an Annual or Special Meeting of which notice specifying the intention to pass such a resolution has been given, remove any Officer from office before the expiration of that Officer's term of office, on any of the above noted grounds relating to removal of an Officer by the Board.

The Members of the Corporation may by an ordinary vote of the Members, elect any qualified Member as a replacement for the remainder of that Officer's term.

42. POWERS

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures, and shall respectively have and perform all powers and duties incident to their respective offices as assigned to them by the Board.

43. DELEGATION OF DUTIES

In the absence or inability to act on the part of the President or any Officer of the Corporation or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

44. REMUNERATION OF OFFICERS

Officers shall not receive any financial remuneration for their services as an

Officer, but they shall be entitled to be reimbursed for their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending Meetings of the Corporation. Any Officer who is a bona fide employee of the Corporation (whether full-time or part-time) may be paid remuneration with respect to services performed as an employee.

ARTICLE VII

COMMITTEES

45. CONSTITUTION OF COMMITTEES

The Board shall constitute such committees as it deems necessary in carrying out the affairs of the Corporation, and shall prescribe the duties of such committees.

A Member of the Board shall not be eligible to be appointed to any of the Standing Committees.

46. MEETING OF THE COMMITTEES

The Committees may meet for the transaction of business, adjourn and otherwise regulate their Meetings as they see fit, provided however that a majority of Members of each Committee shall constitute a quorum thereof for transaction of business. Questions arising at any Meeting of a Committee shall be decided by a simple majority vote of the Members present, and in the case of an equality of votes, the Chair shall have the deciding vote.

47. REMUNERATION

Members of the Committees shall not receive any stated financial remuneration for their services as a Committee Member, but they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending Meetings of the Corporation.

48. REMOVAL OF COMMITTEE MEMBERS

The Members of a Committee may, by resolution passed by at least two-thirds of the Committee Members at a Meeting of the Committee of which notice specifying the intention to pass such a resolution has been given, remove any Committee Member from office before the expiration of that Member's term on the Committee, on any of the following grounds:

- a) Lack of interest or dereliction of duty;
- b) Incompetence; or
- c) Behaviour or conduct harmful to the best interests of the Corporation.

Committee Members may also be subject to removal from their duties as a Committee Member by the Branch Members who appointed them to their position if in constituting a Committee, the Board asked a Branch to appoint a Committee Member.

ARTICLE VIII**PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS****49. INDEMNITY**

Directors, Officers, Officials, and Committee Members of the Corporation, 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 whatsoever that such Director, Officer,

Official or Committee Member reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them in or about the execution of the duties of their office; and

- b) All other costs, charges and expenses that such Director, Officer, Official or Committee Member reasonably sustains or incurs in or about or in relation to the affairs thereof, except costs, and charges and expenses as are occasioned by such individual's own wilful neglect or default.

50. LIMITATION OF LIABILITY

No Director, Officer, Official or Committee Member of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Official or Committee Member, employee, or for joining in any receipt, act for conformity, or for loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for, or on behalf of, the Corporation, or for the insufficiency or deficiency of any security in or upon which any moneys of, or belonging to, the Corporation shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or corporation deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office, or trust, or in relation thereto, unless the same shall happen by, or through, their own wilful act or through such individual's own wilful neglect or default.

51. RESPONSIBILITY FOR CORPORATE ACTS

The Directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done, or entered into, in the name, or on behalf of, the Corporation, except such as shall have been submitted to and authorized, or approved by, the Board.

52. INSURANCE

The Corporation may purchase and maintain such insurance for the benefit of its Directors, Officers, Officials and Committee Members as the Board may from time to time determine.

53. CONFLICT OF INTEREST

It is the duty of every Director or Officer of the Corporation who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Corporation to declare his interest at any Meeting of the Corporation and, except as permitted by the laws governing the Corporation, to refrain from voting in respect of any contract or proposed contract in which such Director or Officer is so interested, and otherwise to observe the provisions of said laws.

ARTICLE IX**PARLIAMENTARY AUTHORITY****54. AUTHORITY**

The Corporation shall be governed by the rules and procedures contained in *Call to Order* (2nd ed), Perry H & S (2004) [ISBN 0-9691683-2-2] in all cases in which they are applicable, provided they are not inconsistent with this By-Law or any special rules of order the Corporation may adopt.

55. EFFECTIVE DATE

All previous By-Laws of the Corporation are repealed as of the coming into effect of this By-Law. The repeal shall not affect the previous operation of any By-Laws so repealed, or affect the validity of any act done, or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to any such By-Laws before its repeal. All Officers and persons acting under any By-Laws so repealed shall continue to act as if appointed under the provisions of this By-Law, and all resolutions of the Members or the Board of Directors or a committee of the Board with continuing effect passed under any repealed By-Laws shall continue to be good and valid except to the extent they are inconsistent with this By-Law and until amended or repealed.

This By-Law shall come into force when confirmed by the Members and upon approval of the Minister of Industry in accordance with the *Canada Corporations Act*.

Dated this 14 day of June, 2008, as approved at SSC's Annual General Meeting