

SCHEDULE 'B'

Canada Artistic Swimming

BY-LAWS

ARTICLE 1: GENERAL

Purpose

- 1.1 These By-Laws relate to the general conduct of the affairs of the Canada Artistic Swimming, a federal corporation incorporated under the Canada Not-for-Profit Corporations Act, S.C. 2009 c.23, and referred to as "CAS" in these By-Laws.
- 1.2 The Corporation has the promotion of amateur athletics on a nation-wide basis as its exclusive purpose and function. In furtherance of this purpose and function, the objectives of the Corporation are:
 - To serve as the governing body for the sport of artistic swimming in Canada and as such, to represent Canada and artistic swimming within World Aquatics, the Canadian Olympic Committee and other national and international sport bodies;
 - To promote, teach, foster, encourage and improve artistic swimming in any manner whatsoever;
 - To stimulate public opinion in favor of providing proper accommodation, adequate facilities and trained instructors for teach and developing artistic swimming;
 - To regulate amateur artistic swimming under its jurisdiction and to deal with any infringement thereof;
 - To establish standards for, provide sanction of, and oversee competitions over which the Corporation has jurisdiction;
 - To establish and maintain standards of certification of coaches and officials;
 - To identify, select and train national teams to represent Canada internationally;
 - To stage and engage in national and international events and competitions;
 - To receive money and other property, by gift, bequest, fees or otherwise, and apply same in furtherance of these purposes; and
 - To carry on related business activities in furtherance of these purposes, such as selling merchandise related to artistic swimming and engaging in limited, non-partisan political activities.

Definitions

2.1 In these By-Laws:

- (a) "Act" means 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) "AFC" means the Aquatic Federation of Canada, also known as Aquatics Canada Aquatiques;
- (c) "Affiliated Organizations" means any recreational or competitive club or league or licensee that delivers artistic swimming programs and has fulfilled the requirements of registration as required by CAS and the PTSO and has paid any associated registration fees to CAS and the PTSO
- (d) "AM or Annual Meeting" means the annual meeting of CAS;
- (e) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of CAS;
- (f) "Athlete" means any individual participating in the sport of artistic swimming, for recreational enjoyment or competitive purposes, who is registered with CAS;
- (f.1) "Athlete Representative" means a Director elected or appointed to fill the position described in section 5.3(3);
- (g) "Auditor or Public Accountant" means the Public Accountant as defined in the Act acting as the auditing firm appointed at the AM to audit the books, accounts and records of CAS for a report to the Members at the next AM;
- (h) "Board" means the Board of Directors of CAS;
- (i) "Club" means an affiliated artistic swimming club registered with CAS;
- (j) "CEO" means the Chief Executive Officer who, under the authority of the Board is responsible for the operations of CAS. The CEO is an Officer but is not a Director of CAS;
- (k) "Coach" means an individual certified by the Coaching Association of Canada (CAC) and registered with CAS;

- (l) "Committee" means a committee established by CAS including the Athletes Council;
- (m) "Corporation" as defined by Industry Canada, the Act or both and in the context of these By-Laws means CAS;
- (n) "Days" means, unless specified otherwise in these By-Laws or in CAS Policies, any days including weekends and holidays;
- (o) "Director" means a member of the Board of Directors of CAS, and includes a Director-at-large or the Athlete Representative;
- (o.1) "Director-at-large" means a Director elected or appointed to fill a position described in section 5.3(2);
- (p) "Member" means any Provincial or Territorial Sport Organization registered with CAS in accordance with these By-Laws;
- (q) "Member in Good Standing" means a Member who complies with the conditions set out in these By-Laws;
- (r) "Meeting or Meetings" means meetings of the Members being either an AM or SM;
- (s) "Officer" means an individual, either a Director or executive staff member, elected or appointed to serve as an Officer pursuant to these By-Laws;
- (t) "Official" means a specially trained volunteer who judges, referees, scores or performs other technical functions at competitions
- (u) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;
- (v) "Policy or Policies" means a written directive ratified by the Board that defines objectives, principles, procedures and methods to govern decisions and actions of CAS with respect to its programs and services;
- (w) "President" means the President of the Board of CAS;
- (x) "Proposal" means a written notice of any matter that a Member wishes to raise at an Annual Meeting and that meets the requirements of Article 163 of the Act;
- (y) "PTSO or Provincial or Territorial Sport Organization" means the only provincial or territorial organization that is responsible for the management of artistic swimming within its provincial or territorial boundaries;

- (z) "Registrant" means any Affiliated Organization or individual that has fulfilled the requirements in these By-Laws and of registration as required by CAS, and has paid any associated registration fees to CAS;
- (aa) "Rules" mean the authoritative principles that are set forth to govern artistic swimming competitions of CAS.
- (bb) "SM or Special Meeting" means a special meeting of Members called pursuant to these By-Laws;
- (cc) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the Members or Directors' votes cast on that resolution; and
- (dd) "Terms of Reference" means the terms of reference of CAS Committees.

ARTICLE 2: INTERPRETATION

- 2.1 In these By-Laws words stating the singular will include the plural and vice-versa.
- 2.2 These By-Laws have been drafted in English and in the case of a conflicting interpretation between the French and English By-Laws, the English text shall prevail.
- 2.3 Except as provided in the Act, in the event of a dispute on the interpretation or application of these By-Laws, the Board will have the authority to make an interpretation concerning any word, term or phrase in these By-Laws that is ambiguous, contradictory or unclear.

ARTICLE 3: MEMBERS AND REGISTRANTS

Members

Membership Conditions

- 3.1 CAS shall have one category of Members: Provincial or Territorial Sport Organisations or PTSOs.

- 3.2 PTSOs shall be incorporated bodies, having an elected or appointed board of directors (in accordance with applicable legislation) and comprising at least one Club. PTSOs shall comply with the Articles, By-Laws, and Policies of CAS.
- 3.3 Notwithstanding the requirements of the above section, all Registrants from a territory of Canada may register with CAS as a PTSO or may, with the consent of a PTSO, all register with CAS under the registration of that PTSO.
- 3.4 The membership year of CAS shall be September 1 to August 31.

Membership Transferability

- 3.5 Membership in CAS is not transferable.

Members in Good Standing

- 3.6 A Member of CAS 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;
 - (c) Has completed and remitted all documents as required by CAS;
 - (d) Has complied with the By-Laws, Policies, and Rules of CAS and their respective provincial legislation, policies, and rules;
 - (e) Is not subject to a disciplinary investigation or action by CAS, 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, monies or debts owed to CAS by the deadline dates prescribed in these By-Laws or prescribed by CAS in exceptional circumstances.
- 3.7 A Member who ceases to be in Good Standing may have privileges suspended and will not be entitled to vote at Meetings of Members or 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.

Membership Termination

- 3.8 Membership in CAS is terminated when:
- (a) The Member is dissolved, ceases to exist or becomes bankrupt pursuant to the applicable jurisdiction and legislation;

- (b) The Member ceases to be in Good Standing after failing to correct the default to the Board's satisfaction after having been notified by CAS;
- (c) The Member resigns from CAS by giving written notice to the President, in which case the resignation becomes effective on the date specified in the resignation, or if no date specified, the date the letter was received by CAS;
- (d) The Member fails to comply with CAS registration or other applicable Policies, whereupon an Ordinary Resolution of the Board confirming such termination is passed after the Member has been given an opportunity to be heard;
- (e) By a Special Resolution of the Members present at an AM or SM, provided the Member has been given written notice of, and the opportunity to present and to be heard at such meeting;
- (f) The Member's term of membership expires;
- (g) All disciplinary procedures set out in these By-Laws have been exhausted and resulted in a termination.

3.9 Subject to these By-Laws, upon termination of membership, the rights of the Member (including any rights to property of CAS) automatically cease to exist. Any obligations owing by the Member to CAS that existed at the time of such termination of membership shall survive such termination, including any obligation to pay fees or other amounts due to CAS at the time of termination.

3.10 A Member may not resign from CAS if the Member is subject to disciplinary investigation or action. The Member will be responsible for all fees payable until the actual withdrawal becomes effective.

Discipline of Members

3.11 The Board shall have authority to suspend or terminate any Member from CAS for any one or more of the following grounds:

- (a) Violating any provision of the Articles, By-Laws, or Policies of CAS;
- (b) Violating any provisions of the Articles, By-Laws or Policies of a PTSO that cause to suspend or terminate the activities of the Member;
- (c) Carrying out any conduct which may be detrimental to CAS as determined by the Board; or
- (d) For any other reason that the Board in its discretion considers to be reasonable, having regard to the purpose of CAS.

Discipline Procedures

3.12 In the event that the Board determines that a Member should be suspended or terminated from membership in CAS, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) Days written notice of suspension or termination to the Member and reasons for the proposed suspension or termination.

3.13 The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within the twenty (20) Day period. In the event that no written submissions are received, the Board may proceed to notify the Member that it is suspended or terminated from membership in CAS. If written submissions are received in accordance with this By-Law, the Board shall consider such submissions in 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.

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

Registrants

3.15 Registrants are not Members and do not have voting rights.

3.16 Registrants include:

- (a) Clubs and other affiliated organizations registered with CAS and a Member;
- (b) Athletes;
- (c) Directors or Officers of CAS;
- (d) Members of CAS Committees;
- (e) Officials
- (f) Coaches;
- (g) Directors or officers of a CAS Member;
- (h) Members of committees of a CAS Member;
- (i) Individuals who attend at or exercise a role at the AM or a SM of CAS or of a CAS Member; or
- (j) Other individuals including volunteers who are granted status as Registrants by CAS.

3.17 To be registered with CAS, a Registrant must fulfill the requirements of registration and pay any associated registration fees to CAS.

Registrant in Good Standing

3.18 A registrant will be in good standing provided that the registrant:

- (a) Has complied with their governing by-laws, policies and rules;
- (b) Has completed and submitted all required documents;

- (c) Has made all required payments;
- (d) Is not subject to a disciplinary action, or if subject to disciplinary action previously, has satisfied all terms; and
- (e) Is not presently suspended or expelled or had other registration's restrictions or sanctions imposed as a result of disciplinary action by any sport organization.

Discipline of Registrants

- 3.19 A Registrant may be suspended or terminated from CAS in accordance with these By-Laws or CAS Policies. Such suspension or termination will be in force and applicable at all levels including international, national, PTSO, and affiliated organization levels.
- 3.20 A Registrant who is suspended or terminated will not be refunded their registration fees.
- 3.21 A Registrant who is affected by a decision of the Board or a decision made under these By-Laws or a CAS Policy may appeal that decision in accordance with the CAS Policies.

Membership Dues and Fees for Members and Registrants

- 3.22 The Board may determine membership dues and registration or other fees, assessments, or charges for Members and Registrants as amended from time to time.

ARTICLE 4: MEMBERS MEETINGS

Notice of Members Meetings

- 4.1 Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the Meeting by telephone, electronic or other communication facility, during a period of at not less than twenty-one (21) and not more than thirty-five (35) days before the day on which the Meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery. In exceptional circumstances, if the notice of time and place of a Meeting of Members is given by mail, courier or personal delivery, the period will be extended to not more than sixty (60) days.
- 4.2 Notice of Meetings shall:

- (a) Be provided to each Director, Member, and the Auditor
- (b) State the place, date, and time of the Meeting;
- (c) State the nature of the business in sufficient detail to permit a Member to form a reasoned judgment on the business;
- (d) State the text of any Special Resolution to be submitted to the Meeting; and
- (e) In the case of the Annual Meeting, a Member Proposal submitted in accordance with the Act.

Types of Members Meetings

- 4.3 Meetings of Members will include Annual Meetings or AM and Special Meetings or SM. Meetings of Members will be held at such date, time and place, including by way of electronic means, as determined by the Board and in accordance with these By-Laws.

Annual Meeting (AM)

- 4.4 The AM will be held within fifteen (15) months of the last AM but not later than six (6) months after the end of the preceding CAS financial year.
- 4.5 The order of business at an AM shall be as presented by the Board and as required by the Act or other relevant legislation and these By-Laws and approved by the voting Members.
- 4.6 A Member wishing to have a Proposal considered at the AM and included in the notice of Meeting shall, subject to the terms of the Act, submit such Proposal to the CEO in accordance with the Act.
- 4.7 The Annual Meeting shall be attended by all Directors and Members, the Chair of the Athletes' Council, and may be attended by Registrants.

Quorum

- 4.8 A quorum at the AM is a simple majority of the Voting Members.
- 4.9 If Quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the Meeting to a fixed time and place but may not transact any other business.
- 4.10 If during the course of the Meeting, Members leave the Meeting thus causing quorum to be lost, the Meeting may nonetheless proceed.

4.11 Members that abstain from voting are nonetheless counted for the purposes of determining a quorum.

Voting

4.12 Members shall have one vote at each Meeting of the Members and that vote shall be exercised by a delegate representing the Member. The Member shall, in writing, indicate to the CEO the name of the individual who is acting as the delegate for the Member at least five (5) days before the Meeting.

4.13 Except as stated otherwise, and for motions that are considered Fundamental Changes as defined in these By-laws, a motion made at the AM shall pass by Ordinary Resolution of the Members. Voting shall be by a show of hands or by electronic means allowing individual voting unless one Member requests a secret ballot.

4.14 Abstaining voters at any Meetings are not counted in determining the number of votes cast.

Special Meetings

4.15 A SM of the Members may be called at any time by the President, the Board or upon the written requisition of at least one (1) Member

4.16 Only a matter set out in the notice for a Special Meeting shall be considered at that Meeting.

4.17 A SM has the same method of voting and the same quorum requirements as for the AM.

Members Meetings by Teleconference and Other Electronic Means

4.18 Meetings of the Members may be held by telephone conference call or by other electronic means provided that either the majority of the Members consent to such a Meeting, or the holding of Meetings by telephone conference call or by other electronic means has been approved by a Resolution of Members.

Participation by Teleconference and Other Electronic Means Only

4.19 Teleconferences or electronic Meetings may be called where:

- (a) The President or a Director considers a matter requiring a vote of Members to be urgent;
 - (b) Voting is requested on a matter, in writing, by a Member; or
 - (c) The next scheduled Meeting of Members is not within a time period sufficient to allow that vote to take place, a vote of the Members by email or other electronic means of telecommunication may occur with respect to the matter.
- 4.20 For a vote made under By-Law 4.19, the individual fulfilling the duties of the secretary of CAS shall, by ordinary email or other acceptable electronic means, send a clear statement of the question to be voted upon to the Members with a request that the vote be returned to the secretary within three (3) Days.

ARTICLE 5: BOARD OF DIRECTORS

- 5.1 The Board of CAS shall consist of a minimum of five (5) and a maximum of eight (8) Directors-at-large and an Athlete Representative, elected at the Annual Meeting.
- 5.2 Directors shall not be remunerated for their services but may be reimbursed for travel and other expenses properly incurred and approved in accordance with CAS Policies, in connection with their attendance at meetings and performance of duties carried out on behalf of CAS.

Qualification and Eligibility of Directors

- 5.3 (1) The qualifications and eligibility of Directors shall be determined in accordance with the Act and these By-Laws:

Qualifications:

- (2) Any individual may stand for election as a Director-at-large:
- (a) Who is eighteen (18) years of age or older;
 - (b) Who has the power under law to contract;
 - (c) Who has not been declared incapable by a court in Canada or in another country;
 - (d) Who does not have the status of bankrupt;

Eligibility:

- (e) Who is a Canadian citizen or permanent resident;
- (f) Who does not hold any elected, employment or contract employment position(s) with CAS, or a PTSO;

- (g) Who is not “not in Good Standing” with CAS as defined in these By-laws;
 - (h) Who is not subject to a criminal investigation or has not been found guilty of any criminal offence; and
 - (i) Who is not subject to an existing antidoping rule violation.
- (3) An individual may stand for election as the Athlete Representative if, in addition to satisfying the qualifications and eligibility requirements for Directors-at-large, they are currently, or were at any time within the previous eight (8) years, an Athlete on a national team or competing at the international level.
- (4) No more than two (2) Directors-at-large may reside within any one province, except as provided in subsections (5) and (6) below.
- (5) Three (3) or more Directors-at-large may reside within the same province if the addition of a third or further Director-at-large from that province increases the gender diversity of the Board, and the total number of Directors who are of the same gender as that additional Director-at-large would otherwise constitute less than 40% of the Board.
- (6) Subsection (4) does not prevent an incumbent Director-at-large from being re-elected as a Director-at-large because of their gender, if they are otherwise eligible to stand for re-election.

Nominations

- 5.4 The Board shall appoint a Nominating Committee at least six (6) months prior to the AM, to facilitate recruitment and guide the nomination and election process. Members will also be entitled to submit nominations in accordance with the Act.

Directors' Terms

- 5.5 Except in the case where a vacancy must be filled, no more than three (3) Directors may be elected each year for a three-year term.
- 5.6 No Director may serve more than nine (9) years as a Director in their lifetime.

Election or Appointment as Director

- 5.7 An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) The individual was present at the Meeting when the election or appointment took place and did not refuse to hold office as a Director; or
- (b) The individual was not present at the Meeting when the election or appointment took place and:
 - (i) consented to hold office as a Director in writing before the election or appointment or within the prescribed period, or
 - (ii) has acted as a Director after the election or appointment.

Filling a Vacancy Among Candidates for Election

- 5.8 If a Meeting of Members fails to elect the minimum number of Directors required by the By-Laws by reason of a lack of consent, a disqualification pursuant to By-Law 5.7, or the death of any candidate, the Directors elected at that Meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum.
- 5.9 In case of vacancy created among candidates at an AM, a quorum of Directors may appoint one (1) or more additional Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting of Members, but the total number of Directors so appointed may not exceed one third of the number of Directors elected at the previous AM. If the calculation results in a number that is less than one (1), then the number of Directors so appointed will be one (1).
- 5.10 If there is not a quorum of Directors, or if a vacancy is created as a result of an increase in the total number (or an increase in the minimum or maximum number) of Directors provided for in the Articles or these By-Laws, or because of a failure to elect the minimum number of Directors provided for in the Articles or these By-Laws, the Directors then in office must call a SM to fill the vacancy.

Resignation, Automatic Vacancy and Removal of Directors

Resignation

- 5.11 A Director may resign from the Board at any time by presenting their notice of resignation to the Board.

Automatic Vacancy

- 5.12 The office of Director shall be automatically vacated:
- (a) If the Director is found by a court in Canada to be legally incapable;
 - (b) If the Director is found guilty of a relevant criminal offense;

- (c) On death; or
- (d) If the Director declares bankruptcy.

Removal

- 5.13 A Director may be removed from office by Ordinary Resolution at a SM of the Members, provided that the Director has been given notice of and the opportunity to be heard. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.

Suspension

- 5.14 A Director may be suspended following the outcome of a discipline hearing in accordance with the Act, these By-laws, and CAS Policies.

Filling a Vacancy on the Board as a Result of Automatic Vacancy, Resignation, or Removal during a Director's Term

- 5.15 If a Director's office is automatically vacated, the Director is removed, or the Director resigns, the vacancy may be filled at the meeting of the Members at which the Director is removed. If not so filled, such vacancy may be filled in accordance with these By-laws as described below.
- 5.16 A quorum of Directors may fill a vacancy originating from an automatic vacancy pursuant to these By-Laws, including a removal or resignation of a Director, except for a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the By-Laws or a failure to elect the number or minimum number of Directors provided for in the By-Laws.
- 5.17 A Director appointed or elected to fill an automatic vacancy on the Board, including one created by resignation or removal, holds office for the unexpired term of their predecessor.
- 5.18 If a vacancy occurs on the Board and remains unfilled, the remaining Directors can continue to exercise all the powers of Directors as long as the number of remaining elected Directors constitutes a quorum.

Duties of Directors

5.19 The Directors are responsible for the management of CAS and have the duty to:

- (a) Act honestly and in good faith with a view to the best interests of the Corporation;
- (b) Exercise the care, diligence and skill of a reasonably prudent person;
- (c) Disclose any conflict of interest;
- (d) Comply with the Act, CAS Articles, By-Laws, Policies and Rules.

Powers of the Board

5.20 The Board is the legal entity and authority of CAS and shall provide leadership and strategic direction for CAS and ensure the development, effective implementation, and evaluation of Policies, Rules, and programs. Except as otherwise provided in the Act or these By-Laws, the Board has the power to manage the activities and affairs of the Corporation and may delegate any of its powers, duties, and functions, consistent with the Act.

Meetings of the Board

5.21 Notice of meetings of the Board will be given to all Directors at least seven (7) Days prior to the scheduled meeting. No notice of a meeting of the Board is required if all the Directors are present and none objects to the holding of the meeting, or if those Directors who are absent consent to the holding of such meeting.

5.22 Other persons may attend meetings of the Board at the invitation of the Chair of the meeting. The Chair may request these persons be excused from any Board meeting, or from any portion of any Board meeting.

Quorum and Voting Procedures

5.23 A quorum for meetings of the Board is a simple majority of the voting Directors holding office, but never less than three (3). Voting Directors who abstain from voting shall be counted for the purposes of determining quorum.

5.24 Each Director is entitled to one (1) vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

- 5.25 The Board may vote in writing, providing that all Directors fax, mail or send electronically their signed resolution to the person designated by the President.
- 5.26 Proxy voting is not permitted at meetings of the Board.
- 5.27 The CEO shall attend meetings of the Board, unless determined otherwise by the Board, but is not a Director and shall not vote.
- 5.28 The Chair of the Athletes' Council shall attend meetings of the Board, unless determined otherwise by the Board, but is not a Director and shall not vote.

ARTICLE 6: OFFICERS

Composition

- 6.1 The Officers of CAS are the President, Vice-President and Chief Executive Officer. Where the role of Secretary or Treasurer is assigned or identified in these By-Laws, or required by Corporations Canada or in other documents, the duties of secretary or treasurer will be assigned by the Board.

Officers' Terms

- 6.2 Apart from the Chief Executive Officer, all Officers will hold office for a term of one (1) year and no Officer may hold the same Officer's position for more than eight (8) consecutive terms.

Election of Officers

- 6.3 The Board will, within thirty (30) Days after the Annual Meeting, elect a President and Vice-President from among the Directors by Ordinary Resolution.
- 6.4 To be eligible to be elected as President, an individual must have served at least one (1) year as a Director.

Chief Executive Officer

6.5 The position of Chief Executive Officer will be filled consequent to a contract of employment upon such terms and conditions as the Board may approve.

Duties

6.6 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 AM and SM, and will be the official spokesperson of CAS. The President is also a Director and may vote at meetings of the Board. The President shall carry out such other duties as may from time to time be established by the Board or required under the Act, these By-Laws, and the Policies of CAS.
- (b) The Vice-President will support and assist the President in all duties and responsibilities and will perform such other duties as may from time to time be established by the President or the Board. In the absence of the President or in the event of the latter's inability, refusal or failure to act, the Vice-President shall possess all the powers and assume all the duties of the President.
- (c) The Chief Executive Officer will, subject to the powers and duties delegated by the Board, manage the day-to-day operations of CAS and will act, unless otherwise determined by the Board, as the Secretary of CAS when required by the Act or these By-Laws, and will perform such other duties as may from time to time be established by the Board.

Removal of an Officer

6.7 Except in the case of the Chief Executive Officer, an Officer may be removed by Special Resolution of the Board, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Vacancy

6.8 Except in the case of the Chief Executive Officer, 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 another Director to fill the vacancy.

ARTICLE 7: COMMITTEES

- 7.1 The Board may establish Committees to assist the Board in carrying out its duties and functions and those Committees shall be responsible to the Board.
- 7.2 Procedures for Committees of CAS are the responsibility of those Committees as outlined in their Terms of Reference.
- 7.3 There shall be a Committee of CAS known as the Athletes' Council, which represents the interests of all Registrants who are Athletes. The Athletes' Council Chair shall be named in accordance with their Terms of Reference.
- 7.4 Committee members shall not be remunerated for their services but may be reimbursed for travel and other expenses properly incurred and approved in accordance with CAS Policies, in connection with their attendance at meetings and performance of duties carried out on behalf of CAS.

ARTICLE 8: CONFLICT OF INTEREST

- 8.1 In accordance with the Act, a Director, Officer, or member of a CAS Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with CAS, will comply with the Act, these By-laws and CAS Policies and will:
- (a) Disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be;
 - (b) Refrain from voting or speaking in debate on such contract or transaction;
 - (c) Refrain from influencing the decision on such contract or transaction; and
 - (d) Otherwise comply with the requirements of the Act, these By-laws, and CAS Policies regarding conflict of interest.

ARTICLE 9: FINANCE

Fiscal Year

9.1 The fiscal year of CAS shall be April 1 of a year to March 31 of the following year.

Signing Authority

9.2 From time to time, in accordance with CAS Policies, the Board may authorize one or more Directors, Officers, or employees of CAS to sign for and on behalf of CAS all cheques, contracts, leases, mortgages and similar documents or to sign a specific instrument or contract on behalf of CAS. Any instruments or contracts so signed will be binding upon CAS without any further authorization or formality. Any person authorized to sign any document may affix the corporate seal to the document. Any authorized signatory may certify a copy of any instrument, resolution, By-Law or other document of CAS to be a true copy thereof.

9.3 Members or Registrants cannot obtain loans from CAS.

ARTICLE 10: CORPORATE

10.1 The business and affairs of CAS will be carried on without the purpose of gain for its Members and any profits or other accretions to CAS will be used in promoting its purposes.

Corporate Seal

10.2 CAS may have a corporate seal in the form approved by the Board. If a corporate seal is approved by the Board, the Board shall from time to time by Resolution provide for its custody and use. The necessary books and records of CAS required by the By-Laws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of CAS will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the registered office of CAS in accordance with the Act.

10.2 The registered office of CAS shall be in Ontario.

10.3 The Board may establish other offices in Canada.

- 10.4 CAS shall be affiliated with the AFC.
- 10.5 CAS is a bilingual organization, which shall be reflected in its structures, publications, activities and public relations.
- 10.6 Where CAS does not adopt rules of order, the most current version of Robert's Rules of Order shall govern.

ARTICLE 11: AMENDMENT OF BY-LAWS

- 11.1 Except for the items set out in Article 12 of these By-laws as "Fundamental Changes", these By-Laws may be amended or repealed by Ordinary Resolution of the Board. The By-Law, amendment or repeal is effective from the date of the resolution of the Board.
- 11.2 The Board shall then submit the By-Law amendment or repeal to the Members at the next Meeting of Members, and the Members may by Ordinary Resolution confirm, reject or amend the By-Laws. If the By-Law amendment or repeal is confirmed, or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.

ARTICLE 12: FUNDAMENTAL CHANGES

- 12.1 Fundamental Changes are defined as follows:
- (a) Change the name of CAS;
 - (b) Change the province in which CAS's registered office is situated;
 - (c) Add, change or remove any restriction on the activities that CAS 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) Increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles or these By-Laws;
 - (j) Change the statement of the purpose of CAS;

- (k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of CAS;
- (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 provisions that is permitted by the Act to be set out in the articles or these By-Laws.

Amendment to Fundamental Changes

- 12.2 A Special Resolution of the Members is required to make any amendment to the Articles or these By-Laws of CAS that are considered Fundamental Changes.
- 12.3 Prior to an AM or SM called for the purpose, a Member or the CAS Board may propose an amendment to a Fundamental Change to these By-Laws by submitting a resolution containing the proposed amendment to the CEO of CAS in accordance with the Act.
- 12.4 Voting shall be by a show of hands unless one (1) Member requests a secret ballot.

ARTICLE 13: METHOD OF GIVING NOTICE

Ordinary Communication of Notices

- 13.1 1) Any notice, other than notice of a Meeting of Members or a meeting of the Board of Directors, to be sent, delivered or served pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, Director, Officer or member of a Committee of the Board or to the Public Accountant/Auditor shall be sufficiently given:
 - a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of CAS or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the CAS.
 - b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - d) if provided in the form of an electronic document in accordance with the Act.
- 2) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when

dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, Public Accountant/Auditor or member of a committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of CAS to any notice or other document to be given by CAS may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Omissions and Errors

13.2 The accidental omission to give any notice to any Member, Director, Officer, Member of a Committee of the Directors or Public Accountant/Auditor, or the non-receipt of any notice by any such person where CAS has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 14: DISSOLUTION

14.1 Upon the dissolution of CAS, any funds or assets remaining after paying all debts and satisfying all liabilities will be distributed to such non-profit organization or organizations as determined by the Members prior to dissolution.

ARTICLE 15: INDEMNIFICATION

15.1 CAS will indemnify and hold harmless out of the funds of CAS each Director and Officer from and against any and 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.

15.2 CAS will not indemnify a Director, Officer or any other person for acts of fraud, dishonesty, or bad faith.

15.3 CAS may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

ARTICLE 16: ADOPTION OF THESE BY-LAWS

- 16.1 These By-Laws were approved by a Special Resolution of the Members of CAS at a Meeting duly called and held on September 19, 2020, and amended by a Special Resolution of the Members of CAS at a Meeting duly called and held on July 4, 2023.
- 16.2 In approving these By-Laws on September 19, 2020, the Members of CAS repealed all prior By-Laws of CAS provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Law.