

# Canadian Swimming Coaches Association

## BYLAWS

### ARTICLE 1 – GENERAL

- 1.1 Purpose - These Bylaws relate to the general conduct of the affairs of the Canadian Swimming Coaches Association, a Canadian corporation and referred to as “CSCA” in these Bylaws.
- 1.2 Head Office - The Head Office of the CSCA will be located in the province of British Columbia at such place as the Directors may determine.
- 1.3 Interpretation - Words stating the singular will include the plural and vice-versa, words stating the male gender will include the female gender as well as organizations, and words importing persons will include bodies corporate.
- 1.4 Ruling on Bylaw - Except as provided in the *Act*, in the event of a dispute the Board will have the authority to make an interpretation concerning any word, term or phrase in this Bylaw which is ambiguous, contradictory or unclear.
- 1.5 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.6 No Gain for Members – The CSCA will be carried on without the purpose of gain for its Members and any profits or other accretions to the CSCA will be used in promoting its objects.
- 1.7 Definitions - The following terms have these meanings in these Bylaws:
- Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
  - Annual Meeting* – the annual meeting of the Members.
  - Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the CSCA.
  - Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to review, or audit the books, accounts, and records of the CSCA for a report to the Members at the next Annual Meeting.
  - Board* – the Board of Directors of the CSCA.
  - Days* – will mean total days, including weekends and holidays.
  - Director* – an individual elected or appointed to serve on the Board pursuant to this Bylaw.
  - Officer* – an individual elected to serve as an Officer of CSCA pursuant to this Bylaw.
  - Ordinary Resolution* – a resolution passed by the majority of the votes cast on that resolution.
  - Registered Address* – the most recent address of record in the register of Members, Officers or Directors, as the case may be.
  - Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time;
  - SNC* - Swimming/Natation Canada, the governing body for the sport of swimming in Canada
  - Special Resolution* – a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution
- 1.8 Language – These Bylaws are published in both English and French. Should there be any discrepancy of interpretation between the two versions the English version will take precedent.

### ARTICLE 2 - MEMBERSHIP

#### Membership Categories

- 2.1 Categories – The CSCA has two categories of Membership:
- Class “1” Coaching Member
  - Class “2” Coaching Member
- 2.2 Class “1” Coaching Member – Any individual who is registered with the CSCA and meets the following definition will be considered a Class “1” Coaching Member with voting privileges at any meeting of the Members:
- Coaches participating in national swim meets, who have a membership affiliation with both Swimming Natation Canada and a provincial or territorial swim association and/or a provincial or territorial swim coaches association.

2.3 Class “2” Coaching Member – Any individual who is registered with the CSCA and meets one of the following definitions will be considered a Class “2” Coaching Member without voting privileges at any Meeting of the Members:

- a) Coaches participating in provincial, territorial, age group and Masters swim meets, who have a membership affiliation with both with both Swimming Natation Canada and a provincial or territorial swim association and/or a provincial or territorial swim coaches association.
- b) All other coaches, as well as swimming teachers.

2.4 Membership Year -- Membership is accorded on an annual basis, dates as specified by the Directors. All Members will re-apply for membership each year.

### **Transfer of Membership**

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

2.6 Member Dues – Membership dues will be as determined by the Board.

2.2 Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within sixty (60) days of the membership renewal date, the Member in default will automatically cease to be a Member of the CSCA.

2.7 Admission -- No individual will be admitted as a Member unless:

- a) The candidate member has made an application for membership in a manner prescribed by CSCA;
- b) The candidate member has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board;
- c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- e) The candidate member has paid dues as prescribed by the Board; and
- f) The candidate member has met the applicable definition listed above for being members.

2.8 Good Standing -- A Member will be deemed to be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has completed and remitted all documents as required by the CSCA;
- c) Is a member in good standing of SNC and the appropriate provincial or territorial swimming or coaching association, where the Member is a Class 2 Member;
- d) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
- e) Is not subject to a disciplinary action or investigation of CSCA, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of CSCA;
- f) Is not in violation of anti-doping rules established by the World Anti-Doping Code;
- g) Has complied with the By-laws, policies, procedures, rules and regulations of the CSCA; and
- h) Has paid all required membership dues or debts to the CSCA, if any.

2.9 Not in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members, and will not be entitled to the benefits and privileges of Membership. The status of a Member who ceases to be in good standing will be reported by CSCA to SNC and the appropriate provincial or territorial swimming or coaching association and any other relevant organization or individual. A Member may be restored to good standing upon meeting the definition of good standing set out in Article 2.8, to the satisfaction of the Board of Directors.

### **Withdrawal and Termination of Membership**

2.10 Withdrawal and Termination – Membership in the CSCA is terminated when:

- a) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
- b) The Member fails to pay membership dues or monies owed to the CSCA by the deadline dates prescribed by the CSCA;
- c) The Members pass an Ordinary Resolution terminating the Member’s membership;
- d) The Member’s term of membership expires; or
- e) The CSCA is liquidated or dissolved under the Act.

2.11 Resignation -- A Member may resign from CSCA by giving written notice to the Executive Director. A Member may not resign from CSCA when the Member is subject to a disciplinary investigation or action of CSCA. Notwithstanding resignation from membership, a former Member remains liable for any membership dues owing prior to the resignation.

2.12 Discipline -- A Member may be suspended, expelled or have other membership restrictions or sanctions imposed in accordance with CSCA's policies relating to ethics, conduct and discipline.

### ARTICLE 3 – MEETINGS OF MEMBERS

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

3.2 Annual General Meeting -- CSCA will hold an Annual Meeting at such date, time and place as may be determined by the Board, at least once every calendar year and not more than fifteen (15) months after the adjournment of the previous Annual General Meeting and six (6) months after the end of the CSTCA's preceding financial year.

3.3 Special Meeting – A Special Meeting of the Members may be called at any time by the President, the Board of Directors or upon the written requisition of members who hold five percent (5%) of the votes of the CSCA. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called and will be called within 21 days.

3.4 Business at Meetings – The report of the Auditor, presentation and approval of financial statements, appointment of the new Auditor and report of the Officers and Directors to the Members will be conducted at the Annual Meeting.

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

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

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

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
- c) By posting on the CSCA's website not less than thirty (30) days prior to the date of the meeting.

3.8 Persons Entitled to Attend – All categories of membership, the Directors and the auditor of the CSCA and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the CSCA are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the voting members.

3.9 Quorum – Quorum at a meeting of the Members will be 20 voting Members.

3.10 Voting rights of Members – Class "1" Coaching Members are entitled to one vote at meetings of Members. Class 2 Members do not have voting rights unless required by the Act.

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

3.12 Proxy Voting - Voting by proxy will not be permitted.

## ARTICLE 4 - GOVERNANCE

4.1 Board of Directors – The affairs of CSCA will be managed by a Board of nine (9) Directors comprised of eight (8) Directors elected by the Members and one Director appointed by the Board by way of Ordinary Resolution; and at the first Board meeting after elections, appoint from among their number a President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer and three (3) Directors at Large (as appropriate).

4.2 Roles - At the first meeting of the Board following a meeting of the Members at which elections were held, the Directors will elect from among their number a President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer to serve in the position for one (1) year. Directors may nominate themselves for a position and elections shall begin with the role of President. Directors who are not elected into those positions will serve as Directors at Large.

4.3 Eligibility to Serve on the Board as an Elected Director -- Any voting Member who is 18 years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who is not an employee or paid contractor of CSCA, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who supports the aims and objectives of CSCA may be nominated for election as a Director.

4.4 Eligibility to Serve on the Board as an Appointed Director -- Any individual who is 18 years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who is not an employee or paid contractor of CSCA, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who supports the aims and objectives of CSCA may be appointed as a Director.

4.5 Nomination – Any nomination of an individual for election as a Director will be signed by a voting Member and will include the written consent of the nominee. Nominations will be submitted in advance of the Annual Meeting. Nominations will not be accepted from the floor of the Annual Meeting.

4.6 Election – The election of Directors will take place at the Annual Meeting. Voting Members will exercise their vote in person at the meeting. The elections shall take place in the following rotation:

- a) Three (3) Directors
- b) Three (3) Directors
- c) Two (2) Director

4.7 Decision – Elections for each Director position will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees

4.8 Term – All elected Directors will serve terms of three (3) years and will hold office until their successors have been duly elected in accordance with this Bylaw, unless they resign, are removed from or vacate their office. There is no limit on the number of consecutive terms that may be served by a Director. Any appointed Director will serve until the next Annual Meeting and may be reappointed in accordance with these Bylaws.

4.9 Appointed Director at Large – At a Board meeting after elections, the Board may appoint one (1) individual to act as a Director at Large for a one (1) year term. There is no limit on the number of consecutive terms that may be served by an Appointed Director.

4.10 Vacancy of Appointed Director at Large – If the Board does not appoint an individual as a Director at Large in accordance with the above section, the position of Appointed Director at Large will remain vacant.

### **Suspension, Resignation and Removal of Directors**

4.11 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. If a Director who is subject to a disciplinary investigation or action of the CSCA resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.12 Vacate Office -- The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found to be incapable by a court or under federal law;
- c) The Director becomes bankrupt, suspends payment, or compounds with creditors, or makes an authorized assignment in bankruptcy or is declared insolvent;
- d) The Director dies; or
- e) The Director ceases to be a Member in good standing.

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

4.14 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the CSCA's policies related to discipline, by Special Resolution of the Board at a Board meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

#### **Filling a Vacancy on the Board**

4.15 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles. This section is not applicable to the Appointed Director.

#### **Meetings**

4.16 Number of Meetings -- The Board will meet a minimum of once per year in person, and will meet additionally by telephone conference call as required.

4.17 Call of Meeting -- The meetings of the Board will be at the call of the President or at the call of the Secretary if a majority of the Board requests a meeting.

4.18 Notice – Written notice of Board meetings will be provided electronically to all Directors at least seven (7) days before the date of the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.19 Meetings without Notice – Meetings of the Board may be held at any time without notice if all members of the Board are present and waive notice, or if those members who are absent signify their consent in writing to the meeting being held in their absence.

4.20 Quorum – Quorum for any meeting of the Board will be the majority of Directors then in office.

4.21 Chair - If the President is absent from the meeting, the 1st Vice-President will chair the meeting. In the absence of the 1st Vice-President, the 2nd Vice-President will chair the meeting. Should the President and both Vice-Presidents be absent from the meeting, the Directors will appoint from among their number a Director to preside over the meeting.

4.22 Voting – Unless specified otherwise, questions will be decided by majority vote, where each Director is entitled to one (1) vote. Voting will be by a show of hands unless the majority of the Board approves a secret ballot.

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

4.24 Closed Meetings -- Meetings of the Board will be private, attended only by members of the Board and staff, as required. Others may participate in the meeting if invited by the President.

4.25 Telephone Meetings -- A Meeting of the Board may be held by telephone conference provided that either the majority of the Board consents to such a meeting, or the holding of meetings by telephone conference has been approved by a resolution by the Board.

4.26 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;

- b) Each Director has equal access to the specific means of communications to be used; and
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.27 Meetings by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

### **Powers of the Board**

4.28 Powers of the Board -- Except as otherwise provided in the *Act* or this Bylaw, the Board has the powers of CSCA and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board may:

- a) Make policies, procedures and regulations for managing the affairs of CSCA in accordance with the *Act* and these Bylaws.
- b) Make policies, procedures and regulations relating to the discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- c) Make policies and procedures relating to management of disputes within CSCA and all disputes will be dealt with in accordance with such policies and procedures.
- d) Establish committees to assist with performing the work of CSCA, and may delegate authority to committees.
- e) Employ or engage under contract such persons as it deems necessary to carry out the work of CSCA.
- f) Determine registration procedures, fees and fines and other registration requirements.
- g) Perform any other duties from time to time as may be in the best interests of the CSCA.

### **Officers**

4.29 Officers -- The Officers of CSCA are the President, 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, Secretary and Treasurer.

4.30 Duties -- The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of CSCA, will Chair the Meetings of Members of CSCA, meetings of the Board and of the Executive Committee and will perform such other duties as may from time to time be established by the Board.
- b) The 1st and 2nd Vice-Presidents will perform the duties and exercise the powers of the President in the absence of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will cause to be kept proper minutes of the meetings of Members and the Board and the Executive Committee; will maintain all other official records of CSCA as are required to be maintained by the *Act* and this Bylaw; and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will cause to be kept proper accounting records as required by the *Act*; will cause to be deposited all monies received by CSCA into CSCA's bank account; as directed by the Board will supervise the management and the disbursement of funds of CSCA; when required will provide the Board with an account of financial transactions and the financial position of CSCA; and will perform such other duties as may from time to time be established by the Board.

4.31 Removal – An Officer may be removed by Ordinary Resolution of the Board or by Ordinary Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such an Ordinary Resolution is put to a vote.

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

4.33 Executive Committee -- The Executive Committee will consist of the Officers. Quorum for the meetings of the Executive Committee will be the majority of Officers holding office. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board and will perform other duties as may from time to time be authorized by the Board, including acting for the Board in emergency situations. Decisions of the Executive Committee must be ratified at the next meeting of the Board.

- 4.34 Other Committees – The Board may appoint such other committees as it deems necessary for assisting the Board in carrying out its activities.
- 4.35 Terms of Reference of Committees - The Board will establish the terms of reference for other committees, and may delegate any of its powers, duties or functions to a committee, except where prohibited by the *Act* or this Bylaw.
- 4.36 Vacancy on Committees -- When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.
- 4.37 Removal from Committees -- The Board may remove any member of any committee.
- 4.38 No Remuneration -- All Officers, Directors and members of Committees will serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.
- 4.39 Conflict of Interest -- An Officer, Director or member of a committee who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with CSCA will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the *Act* regarding conflict of interest.

## ARTICLE 5 - FINANCE AND MANAGEMENT

- 5.1 Fiscal Year -- Unless otherwise determined by the Board, the fiscal year-end of CSCA will be August 31.
- 5.2 Bank -- The banking business of CSCA will be conducted at such financial institution as the Board may designate.
- 5.3 Auditors - At each Annual General Meeting the Members will appoint an accountant or accounting firm by Ordinary Resolution, to review the books, accounts and records of the CSCA in accordance with the Act. The accountant will hold office until the next Annual General Meeting. The accountant will not be an employee or a Director of the CSCA but shall have remuneration fixed by the Directors.
- 5.4 Annual Financial Statements - The CSCA shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the CSCA may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The CSCA is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- 5.5 Signing Authority for Financial Transactions -- The Officers of CSCA and one staff member will have signing authority for all financial transactions conducted in the name of CSCA. All such transactions will require two signatures, one of which will be the Treasurer except where the Treasurer expressly authorizes, in writing, another individual having signing authority to sign on his or her behalf.
- 5.6 Execution of Agreements -- All written agreements entered into in the name of CSCA will be signed by two Officers.
- 5.7 Property -- CSCA may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 5.8 Books and Records -- The Board will ensure that all books and records of CSCA required to be kept by the *Act*, this Bylaw or any other statute or law are regularly and properly kept. The Board of Directors minutes and records of the CSCA will not be available to the general membership of the CSCA but will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records, in accordance with the Act, will be available for viewing at the head office of the CSCA.
- 5.9 Non-Profit -- CSCA will carry out its activities without purpose of gain for its members, and any profits generated by CSCA will be used solely to promote its aims and objectives.

5.10 Dissolution -- Upon the dissolution of CSCA, any funds or assets remaining after paying all debts and satisfying all liabilities will be distributed to such charitable organizations or organizations as the Board may determine in accordance with the Act.

- 5.11 Borrowing - The Board may borrow money upon the credit of the CSCA, as it deems necessary:
- a) From any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
  - b) To limit or increase the amount to be borrowed;
  - c) To issue or cause to be issued bonds, debentures or other securities of the CSCA and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of directors;
  - d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the CSCA, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the CSCA, and the undertaking and rights of the CSCA.

#### **ARTICLE 6 - INDEMNIFICATION**

6.1 Will Indemnify -- CSCA will indemnify and hold harmless out of the funds of CSCA each Officer and Director 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.

6.2 Will Not Indemnify -- CSCA will not indemnify an Officer or Director or any other person for acts of fraud, dishonesty, or bad faith.

6.3 Insurance -- CSCA may purchase and maintain insurance for the benefit of its Officers and Directors, as the Board may determine.

#### **ARTICLE 7 - AMENDMENT OF BYLAW**

7.1 Directors Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. 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.

7.2 Members Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by a majority affirmative vote of the voting Members present at the next meeting of Members. Upon majority affirmative vote, any amendments will have immediate effect.

7.3 Notice in Writing – Notice of proposed amendments to these By-laws, general rules, regulations and the constitution shall be provided to voting Members at least twenty-one (21) days prior to the date of the Member's meeting at which it is to be considered.

#### **ARTICLE 8 - FUNDAMENTAL CHANGES**

8.1 Fundamental Changes – Subsection 197(1) of the Act requires a Special Resolution of Members, at the meeting of Members, in order to make the following fundamental changes to the By-laws or Articles of the CSCA. Fundamental Changes are defined as follows:

- a) Change the CSCA 's name;
- b) Change the province in which the CSCA 's registered office is situated;
- c) Add, change or remove any restriction on the activities that the CSCA may carry on;
- d) Create a new class or group of members;
- e) Change a condition required for being a member;
- f) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;



- i) Subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the CSCA;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the CSCA;
- l) Change the manner of giving notice to members entitled to vote at a meeting of members;
- m) Change the method of voting by members not in attendance at a meeting of members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

8.2 Special Class Vote – Section 199 of the Act provides that each membership class is entitled to vote separately if the fundamental change noted above relates to membership rights, such as:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including
  - i. To reduce or remove a liquidation preference, or
  - ii. To add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of Members having rights equal or superior to those of the class or group; or
- f) Effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

8.3 Special Class Vote Result – Should any membership class not, by Special Resolution, approve a special class vote on a fundamental change, the issue is defeated.

## **ARTICLE 9 - NOTICE**

9.1 Written Notice -- In this Bylaw, written notice will mean notice which is hand-delivered, posted on the CSCA Website or provided by e-mail, mail, fax or courier to the address of record of the Officer, Director or Member, as the case may be.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is e-mailed, in writing where the notice is couriered, or in the case of notice which is provided by mail, five days after the date the mail is postmarked.

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

## **ARTICLE 10 - ADOPTION OF THIS BYLAW**

10.1 Adoption by the Board of Directors -- -- These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on October 18, 2023.

10.2 Ratification – These By-laws were ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on December 6, 2023.

10.3 Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of CSCA repeal all prior Bylaws of CSCA provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

## Temporary - Bylaw #2

### Phased Implementation Plan and Election of Directors

1. On December 6, 2023 at the CSCA Annual Meeting, a motion for the approval of amended Bylaws and this Temporary Bylaw #2 (Phased Implementation Plan) will be placed before the voting Members.
2. Upon the approval of the motion to accept the amended Bylaws and this Phased Implementation Plan, the new Bylaws will be implemented effective immediately except for the composition and elections of directors which will be implemented in accordance with this Phased Implementation Plan.
3. At the 2023 AGM:
  - a) The following Directors will cease to hold office:
    - i. Marta Belsh
    - ii. Ron Campbell
    - iii. Peter Carpenter
    - iv. Ryan Mallette
  - b) The following Directors will hold office until the AGM for the 2023-2024 fiscal year:
    - i. Lance Cansdale
    - ii. Vlastimil Cerny
    - iii. Cathy Pardy
    - iv. Carl Simonson
4. Elections will occur as follows:
  - a) At the 2023 Members Meeting:
    - i. 2 Directors – (3-year term)
    - ii. 2 Directors – (2-year term)
  - b) At the 2024 Members Meeting:
    - i. 2 Directors – (3-year term)
    - ii. 1 Director – (2-year term)
    - iii. 1 Director – (1 year term)
  - c) At the 2025 Members Meeting:
    - i. 3 Directors – (3-year term)
  - d) At the 2026 Members Meeting:
    - i. 3 Directors – (3-year term)
  - e) At the 2027 Members Meeting:
    - i. 2 Directors (3-year term)
5. All subsequent elections will proceed in accordance with the new Bylaws.