

### *B.3 BY LAWS*

#### **BY-LAWS OF Canadian Sport Centre – Atlantic (the Society)**

**The objects of the Canadian Sport Centre – Atlantic are:**

#### **SECTION 1 – DEFINITIONS**

1.1 In these by-laws unless there be something in the subject or context inconsistent therewith.

1.2 “Act” means the Societies Act, R.S.A 1980 Ch. 2-18 as from time to time amended and every statute that may be substituted therefore and in case of such substitution, any references in the By-laws of the Society to the provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.

1.3 “Registrar” means the Registrar or Joint Stock Companies appointed under the Nova Scotia Companies Act.

1.4 “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

1.5 “Appoint” includes “elect” and vice versa.

1.6 “Board” means the Board of Directors of the Society.

1.7 “By-Laws” means this by-law and all other by-laws of the Society from time to time in force and effect.

1.8 “Founding Partner” shall mean the following:

1. Sport Canada

2. Canadian Olympic Committee

3. Coaching Association of Canada

4. Province of New Brunswick

5. Province of Nova Scotia

6. Province of Newfoundland and Labrador

7. Province of Prince Edward Island

Founding partners are entitled to vote at the annual general meeting and any extraordinary annual or special meetings called by the Board of Directors of the Society with the expectation of Sport Canada, who do not have any voting rights.

1.9 The headings preceding the clauses of the By-laws have been included for convenience of reference only and shall not be considered or taken into account to constrain the terms or provisions of the By-laws, nor deemed in any way to qualify, modify or explain the effect of any such terms or provisions

## **SECTION 2 – MEMBERS**

2.1 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of members accordingly.

2.2 Membership in the Society shall be divided into such numbers of classes as may be decided from time to time by the Board of Directors.

## **SECTION 3 – BOARD OF DIRECTORS**

3.1 The affairs of the Board of Directors of the Society shall be managed by a Board of not fewer than eight (8) and not more than twelve (14) directors.

3.2 The purpose of the Board of Directors is to establish policy and procedure for the Society.

3.3 The Board of Directors shall be comprised of Representative Directors, Directors at Large, and ex-officio Directors as follows:

Representative Directors (8)

- • One Canadian Olympic Committee director appointed by the Canadian Olympic Committee (1)
- • One Coaching Association of Canada director appointed by the Coaching Association of Canada (1)
- • **Four Provincial Government Representatives** from the four Atlantic provincial governments appointed **by the respective Director of Sport (4)**
- • One Provincial Sport Federation director from one of the four Atlantic sport federations appoint from among this group (1)
- • Representative of the coach community
- • President of the Canadian Sport Centre Atlantic (1) ex-officio
- • Sport Canada representative (1) non-voting

Representative Directors shall be appointed by their representative group.

Directors at Large (6)

- • (6) Members at Large, one of whom will be the Treasurer

Directors at Large will be recruited for their varied experience and skills including, but not limited to, finances, law, high performance sport (Para/Olympic), and governance as well as for their connectedness to the Atlantic Canada athlete and coach communities.

#### TERMS OF OFFICE

3.4 Directors shall be appointed for a term not to exceed two (2) years and may have their term renewed if nominated by the constituent group. Directors are eligible for re-appointment for up to three (3) successive terms unless their final term is as Chairperson in which case they may serve a 4<sup>th</sup> consecutive term.

\* It is recognized that limits of successive terms may not be applicable to the following representative directors: Coaching Association of Canada and the Canadian Olympic Committee.

If a director assumes office due to vacancy, that term may be finished and three (3) full terms after being appointed may be served.

3.5 Subject to the Act, the Society may, by Special Resolution passed at a Special meeting specifically called for such purposes, remove any director.

3.6 In the event that a director resigns their office in the Society, whereupon their office as director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors of the Society.

3.7 Subject to the Act, the Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the director in whose place they are appointed would have held office if they had not been removed. The founding partners may replace their designate when required. Other directors will be replaced in their respective manners as designated by the Board of Directors.

#### OFFICERS/ELECTION OF OFFICER

Election of Board members shall occur at each annual general meeting of the Society. Each director shall hold office until the annual general meeting when their term expires.

3.8 The officers of the Society shall be Chairperson, a Vice-Chairperson, and a Treasurer.

3.9 One of the officers shall be one of the Provincial Directors of Sport.

3.10 The Board of Directors shall elect one of their number to be the Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall person duties as maybe assigned to them by the Board from time to time.

The Chairperson may be entitled to vote as a director and, in the case of equality of votes, shall not have casting vote in addition to the vote to which he is entitled as a director. 47

3.10 The Board of Directors shall also elect from their number a Vice-Chairperson. The Vice-Chairperson shall, at the request of the Board and subject to its directions, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson or during such period of the Chairperson may request them to do so.

3.11 There shall be a Treasurer of the Society who shall perform such duties as may be assigned to them by the Board of Directors.

3.12 There will be administrator appoint by the President who will take the minutes of each meeting of the Board of Directors.

3.13 The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.

3.14 The President within the policy guidelines determined by the Board of Directors shall assume primary responsibility for the implementation of policies, programs and activities of the Society. He/she shall represent the Society as its senior officer in major negotiations with other bodies on behalf of the Society's interest and shall maintain community and liaison with all key groups and agencies. He/she shall have the key responsibilities in respect to planning, strategic advocacy and management of the Society and shall be responsible for promotions and public relations as may be required.

He/she shall be assigned such specific tasks and additional responsibilities as may be determined by the board from time to time. The President shall sit as an ex-officio and non-voting member of the Board of Directors and shall be directly responsible to the Board of Directors through the office of the Chairperson.

3.15 An Executive Committee made up of the President of the Society (ex-officio), the Chairperson of the Society and his/her designate, the Vice-Chairperson, and the Treasurer, and one director at large shall be responsible for the carrying on of the general operations of the Society.

#### **SECTION 4 – MEMBERSHIP MEETINGS**

##### **Annual General Meeting (AGM)**

4.1 (a) The annual general meeting of the Society shall be held within three months after the end of the fiscal year of the Society.

(b) An extraordinary general meeting of the Society may be called by the Chairperson or by the Board of Directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the voting members of the Society. 48

Founding members who are not members of the Board of Directors shall each be entitled to one (1) vote at the annual general meeting or any extraordinary/special meetings that are convened by the Board of Directors.

4.2 Seven days' notice of a meeting, specifying the place, date and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given by e-mail, in writing, by facsimile or by sending it through the [post in a prepaid letter addressed to each member at their last known address. Any notice shall be deemed to have been given by facsimile when transmission has been confirmed, any by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

4.3 At each annual meeting of the Society, the following items of business shall be dealt with: • Minutes of preceding annual general meeting;

- Consideration of the annual report of the directors;
- Consideration of the year-end financial statements, and the report of the auditors thereon;
- Election of directors for the ensuing year;
- Appointment of auditors; and
- Revisions to the by-laws and constitution.

4.4 No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of a majority of Directors then in office.

4.5 If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.

4.6 (a) The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society;

(b) If there is no Chairperson or if at any meeting they are not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson;

(c) If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the directors present shall choose someone of their number to be Chairperson.

4.7 The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

4.8 At any meeting, unless a poll is demanded by at least three directors or voting members, as the case may be, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceeding of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

4.9 If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

#### **SECTION 5 – COMMITTEES AND SUBCOMMITTEES**

5.1 The Board of Directors may appoint an establish such committees or subcommittees as may be required from time to time to ensure the objectives of the Society are met. Such committees or subcommittees shall remain constituted at the pleasure of the Board of Directors.

5.2 The Board shall constitute a Nominating Committee of the Board of Directors from time to time as required.

**5.3 The Board of Directors shall constitute a Finance Committee chaired by the Treasurer.**

#### **SECTION 6 – POWERS OF DIRECTORS**

6.1 The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercise or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting.

In particular, the directors shall have power to engage a President and to determine their remuneration and duties as set out in 3.15.

#### **SECTION 7 – BY-LAWS**

7.1 A By-Laws Committee shall be appointed from time to time by the Board of Directors which shall review the By-laws of the Society on an on-going basis, receive input from and the members and the community at large and shall make such recommendations to the Board of Directors for amendment of the by-laws at each General Meeting.

7.2 The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

7.3 Any amendment of the By-Laws of the Society shall be required to be passed as a Special resolution by a seventy-five (75) percent majority of voting members entitled at such General Meeting or Annual General Meeting.

7.4 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

7.5 The seal of the Society shall be in the custody of the President or an officer as determined by the Board and may be affixed to any document upon resolution of the Board of Directors.

7.6 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the president or an officer as determined by the Board.

## **SECTION 8 – FINANCES**

8.1 The fiscal year of the Society shall be the period from April 1 to March 31.

8.2 The Board shall see that all necessary books and records of the Society required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept and shall, at reasonable times during the business hours, be open to inspection by the voting Members. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

8.3 The borrowing powers of the Society may be exercised by special resolution of the voting members.

8.4 The auditor of the Society shall be appointed annually by the voting members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

8.5 The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual general meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

8.6 Any and all documents, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be executed on behalf of the Society by the Chairperson of the Society or one other director with the General manager. In addition, the Board may, from time to time, designate by

resolution the manner in which and the persons by whom any particular instrument or class of instruments may or shall be executed and all instruments so executed shall be binding upon the Society without further authorization or formality.

8.7 All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed in such manner and by such directors of the Society or other persons or any combination of the foregoing as the Board may, from time to time, designate by resolution.

8.8 The Society shall prepare and, within one hundred and twenty days of the end of each fiscal year, submit to the membership an annual report which shall include audited financial statements and reports that the Board may require.

## **SECTION 9 – CONFLICT OF INTEREST**

### **9.1 Conflict of Interest Rules**

A director or officer who is directly interested in a proposed contract or transaction with the Society must:

- • Disclose fully and promptly the nature and extent of the interest to each director and officer;
- • Absent herself or himself from all deliberations regarding said contract or transaction;
- • Not vote or otherwise attempt to influence the decision making process regarding said contract or transaction.

## **SECTION 10 – EQUITY AND ETHICS IN SPORT**

### **10.1 Equity in Sports**

The Society shall conduct its activities with a responsibility for significantly advancing the concept of sport for all, that being access and equitable treatment for all segments of the Canadian population recognizing equity between male and female participation in sport and the Society.

### **10.2 Ethics**

The Society shall adopt a Code of Ethics for the Society and it shall be a requirement that all the members of the Society shall adhere to such a Code of Ethics.

### **10.3 Official Languages**

The Society shall provide all services and information to members and clients in both official languages.

10.4 The Society endorses the Anti-Doping Policy of the Canadian Centre for Ethics in Sport.