## ATHLETICS CANADA BYLAWS

## ARTICLE 1 GENERAL

1.1 These Bylaws relate to the general conduct of the affairs of the Athletics Canada | Athétisme Canada, a Canadian Corporation.
1.2 The following terms have these meanings in these Bylaws:

1. Act-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;
2. Associates - individuals and organizations who are engaged in activities that are provided, sponsored, supported, sanctioned or recognized by the Corporation or its Members, but who are not Members of the Corporation;
3. Articles - the restated articles of continuance of the Corporation;
4. Athletics - track and field, road running, race walking, cross-country running, mountain running and para-athletics;
5. Auditor - a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the annual meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next annual meeting;
6. Board - the Board of Directors of the Corporation;
7. Corporation - Athletics Canada | Athlétisme Canada;
8. Days - total days irrespective of weekends and holidays;
9. Director - an individual elected or appointed to serve on the Board as set out in these Bylaws;
10. World Athletics - the international governing body for the sport of athletics;
11. World Para Athletics - the international governing body for the sport of para athletics;
12. Meetings of Members - shall include annual meetings, semi-annual meetings and special meetings;
13. Member - those organizations meeting the definition of member as set out in these Bylaws;
14. Officer - an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws;
15. Ordinary Resolution - a resolution passed by the majority of votes cast on that resolution; and
16. Special Resolution - a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.
1.3 The business and affairs of the Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.
1.4 Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles. The Board will consult with the Members prior to making any such interpretation.
1.5 These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

## ARTICLE 2 MEMBERS

2.1 The Corporation has one class of Members, which is Member Branches. Member Branches are organizations in each province and territory of Canada that are recognized by their respective provincial and territorial governments as the governing body for the sport of athletics within that jurisdiction, and which are registered with the Corporation as a Member.
2.2 Each Member agrees to abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations, as may be amended from time to time.
2.3 Each Member will select a delegate to represent that Member at Meetings of Members.
2.4 Membership dues will be determined from time to time by the Members at the annual meeting.
2.5 Membership in the Corporation is terminated when:

1. The Member no longer meets the definition of Members set out in Article 2.1;
2. The Member fails to pay any dues or fees payable within 30 days of the date that the Secretary sends a written demand for payment;
3. The Member resigns from the Corporation by giving written notice to the Secretary in which case the resignation becomes effective on the date specified in the notice, provided that resignation as a Member does not relieve the Member of its obligation to pay any outstanding dues or fees; or
4. The Corporation is liquidated or dissolved under the Act.

## ARTICLE 3 ASSOCIATES

3.1 There are four categories of Associates. Associates are not Members of the Corporation. The categories of Associate are:

1. Club Associate - a local club offering programs in the sport of athletics, which is duly registered with the Member and with the Corporation, in accordance with such
registration requirements and limitations as the Member or the Corporation may prescribe;
2. Individual Associate - an athlete, coach, manager, official, volunteer or other individual who is directly involved in the sport of athletics, and who is duly registered with the Member and with the Corporation, in accordance with such registration requirements and limitations as the Member or the Corporation may prescribe;
3. Affiliated Associates - a nationally registered organization that may be interested in the promotion, assistance, or study of athletics in Canada and who cooperates with the Corporation in the promotion of athletics;
4. Honorary Life Associates - individuals who have made an outstanding contribution to the Corporation.

## ARTICLE 4 MEETINGS OF MEMBERS

4.1 Meetings of Members will include annual meetings, semi-annual meetings and special meetings. The Corporation will hold Meetings of Members at such date, time and place as determined by the Board. Such meetings will be conducted according to Roberts Rules of Order, current edition.
4.2 The annual meeting will be held within 15 months of the last annual meeting but not later than six months after the end of the Corporation's preceding financial year. The semiannual meeting will be held approximately six months prior to the annual meeting.
4.3 A special meeting of the Members may be called at any time by the Chair or upon the written request of Members holding not less than five percent of the total Members' votes as would be calculated at the time of the request, using the formula in Article 4.10. The agenda of special meetings will be limited to the subject matter for which the meeting was duly called.
4.4 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 Corporation makes available such a communication facility.
4.5 Any Member entitled to vote at a Meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed present at the meeting.
4.6 Notice for a Meeting of Members will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:

1. By mail, courier or personal delivery to each Member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held; or
2. By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held.
4.7 Persons entitled to be present at a meeting of Members are the delegates identified by each Member to exercise the Member's vote, other representatives of the Member that the Member consents to being present, the Directors, the Auditor, the World Athletics and or World Para Athletics Liaison, Associates and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members at the Meeting.
4.8 Any Meeting of Members may be adjourned to any time and place as determined by the Members present at the meeting being adjourned, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
4.9 Quorum for a Meeting of Members will be those Members carrying 30 percent of Member votes. If quorum is met at the start of the meeting, but thereafter Members depart the meeting such that quorum is lost, the meeting is nonetheless a valid meeting and may continue.
4.10 For the purpose of electing directors, each Member is entitled to one vote. For all other purposes and on all other Member resolutions at Meetings of Members, each Member will be allocated a number of votes based upon the following formula, where the Member's votes are the sum of Population votes and votes of Associates who are individuals:

## Population of Province or Territory

Less than 500,000 1 vote
500,000 to 1,499,999 2 votes
1,500,000 to 2,999,999 3 votes
3,000,000 to $5,999,9994$ votes
$6,000,000$ or more 5 votes

Where population is based upon published figures from the most recent Statistics Canada federal census.

Number of Associates
1 to 5001 vote
501 to 1,000 2 votes
1,001 to 2,000 3 votes
2,001 to 4,000 4 votes
4,001 to 6,000 5 votes
6,001 to 8,0006 votes

## 8,001 to 10,000 7 votes

That additional votes beyond 7 shall be awarded based on the schedule to be determined.

Where the number of Associates is based upon those individuals who are registered with the Member as of December 31 of the year preceding the meeting of Members at which voting is to occur.
4.11 Members will exercise their vote as a block of votes. There will be no proxy voting. Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution will decide each issue. In the case of a tie, the vote is defeated.

## ARTICLE 5 GOVERNANCE

5.1 The Board will consist of a minimum of eight and a maximum of twelve Directors, including the Chair, as follows:
a) A Chair, appointed by the Board, to serve a term of two years, which term may be renewed two times for a maximum service of six years as Chair;
b) A Vice-Chair, appointed by the Board to serve a term of two years;
c) Four to six Directors-at-Large, with a minimum number of two from each gender elected by the Members at the annual meeting to serve terms of two years. At Large Directors may serve a maximum of four terms (eight years);
d) Three Athlete Directors, a minimum of one of each gender, a minimum of one paraathlete and one able-bodied athlete_who are a member of and nominated by the group of athletes who are 18 years of age or older and who have been nominated or selected by the Corporation to a National Team in any discipline in the previous four years (calculated from the date of nomination), acting collectively, and elected by the Members at the annual meeting to serve terms of two years; and
e) Two Directors who may be appointed by the Board following the annual meeting to serve as a Director until the next annual meeting. One of those appointed shall be the Chair whose final term concluded at that annual meeting, with the purpose of serving a one year term as Past Chair.
f) Notwithstanding the term limits described for Chair, Vice Chair, and Directors at Large, no Board member may serve more than a total of 12 years on the Board.
5.2 Any person who is 18 years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, who is an Associate of the Corporation or if not an Associate, undertakes to obtain status as an Associate within 10 days of being elected, and who satisfies the requirements of the Income Tax Act in relation to the eligibility to serve as a director of a registered charity, may be nominated for election or appointment as a Director.
5.3 Any nomination of an individual for election or appointment as a Director must include the written consent of the nominee. Nominations for Athlete Director must be supported by a resolution of the Athletes Council dated prior to the relevant annual meeting.
Nominations for Director-at-Large must have the support of two Associates and one Member or the support of the Governance and Nominating Committee. A nomination for election may also be supported by the Governance and Nominating Committee without requiring the support of Associates or Members.
5.4 Nominations using the Candidate Nomination Form (Rule 118) must be submitted to the registered office of the Corporation at least 60 days prior to the annual meeting, will be circulated to the Members at least 30 days prior to the annual meeting, and elections will take place at the annual meeting. Proposed revisions to formalize the election process: Elections at the Annual Meeting to the Board of Directors, to Chair and to Vice-Chair shall:
(a) be conducted by ranked ballot unless there are three or fewer candidates;
(b) be supervised by two scrutineers proposed by the Nominating Committee and accepted by a resolution of the Members at the Annual Meeting;
(c) ballots shall be destroyed by the Corporate Secretary at the conclusion of the Annual Meeting;
5.5 Directors' terms of office will be staggered such that the Chair will be elected at the annual meeting in the year following the Olympic Summer Games, at least two Directors-at-Large will be elected in even-numbered years, and at least two Directors-at-Large will be elected in odd-numbered years. The terms of Athlete Director will also be staggered such that one Athlete Director is elected each year.
5.6 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 at the time the notice is sent, or at the time specified in the notice, whichever is later.
5.7 The office of any Director will be vacated automatically if the Director:
a) Fails to maintain the qualifications specified in Article 5.2;
b) If within ten days of being elected or appointed as a Director, fails to obtain status as an Associate;
c) For whatever reason fails to maintain status as an Associate;
d) Is convicted of any criminal offense; or
e) Upon the Director's death.
5.8 A Director may be removed by Ordinary Resolution of the Members at a Meeting of Members, provided the Director has been given written notice of and the opportunity to be heard 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 the position as an Officer.
5.9 Where the position of a Director-at-Large or an Athlete Director becomes vacant for whatever reason, the Board may appoint a qualified individual, who satisfies Article 5.2, to
fill the vacancy for the remainder of the vacant position's term. Where the position of the Chair becomes vacant for whatever reason, an election will be held to elect a Chair to fill the vacancy for the remainder of the vacant position's term.
5.10 The Chair or any three Directors may call a meeting of the Board. The Board will hold a minimum of four meetings per year.
5.11 Notice of meetings of the Board will be given to all Directors at least 14 days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors who are absent consent to the meeting being held in their absence.
5.12 At any meeting of the Board, quorum will be a majority of Directors holding office.
5.13 A meeting of the Board 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 Corporation makes available such a communication facility.
5.14 Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:
a) Approve the vision, mission, values and strategic direction of the Corporation;
b) Approve policies and procedures to deliver the programs and services of the Corporation;
c) Provide continuity for the Corporation by maintaining its financial health;
d) Engage a Chief Executive Officer to manage and oversee the operations of the Corporation;
e) Maintain positive relationships with stakeholders; and
f) Perform any other duties from time to time as may be in the best interests of the Corporation.
5.15 Where the World Athletics / World Para Athletics Council includes a member from Canada, that individual will be recognized by the Corporation as the Liaison between the World Athletics / World Para Athletics and the Corporation, and as such will be entitled to attend all meetings of the Board and of the Members of the Corporation. For further clarity, the World Athletics / World Para Athletics Liaison is neither a Director nor a Member and will not be entitled to vote as a Director or as a Member.

## ARTICLE 6 OFFICERS

6.1 The Officers of the Corporation are the Chair, Vice-Chair, Secretary, Treasurer and Chief Executive Officer. The Vice-Chair and Treasurer will be appointed by the Board from among its number. The Board will appoint a Secretary, who need not be a Director.
6.2 The Chair will be responsible for the general supervision of the affairs of the Corporation, will preside at meetings of Members and at meetings of the Board, will be responsible for the operation of the Board, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
6.3 The Vice-Chair will act for the Chair in his or her absence or inability to act, and will perform such other duties as may from time to time be established by the Board.
6.4 The Secretary will have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. The Secretary will give, or cause to be given, notices of all meetings of the Members and of the Board, will certify all documents of the Corporation, which require certification, and will perform such other duties as, may from time to time be established by the Board.
6.5 The Treasurer will see that proper accounting records as required by the Act are kept, will cause to be deposited all monies received by the Corporation into the Corporation's bank account, when requested will provide the Board with an account of financial transactions and the financial position of the Corporation, and will perform such other duties as may from time to time be established by the Board.
6.6 The Chief Executive Officer will be responsible for the management and supervision of the operations of the Corporation.

## ARTICLE 7 COMMITTEES

7.1 The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws. The Board will establish written terms of reference for all Committees.
7.2 A quorum for any Committee will be the majority of its members.
7.3 When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term. The Board may remove any member of any Committee.
7.4 Except for the Executive Committee, on which the Chair is a voting member, the Chair will be an ex-officio and non-voting member of all Committees of the Corporation.
7.5 The Executive Committee will consist of the Chair, Vice-Chair and Treasurer. The Chief Executive Officer will be a member of the Executive Committee but will have no vote. The Executive Committee will have full authority of the Board in urgent situations, and will perform such other duties as the Board may prescribe.
7.6 The composition of any Committee, other than the Executive Committee, shall have a minimum of one member of each gender.

## ARTICLE 8 CONFLICT OF INTEREST

8.1 In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and 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 9 FINANCE

9.1 The fiscal year of the Corporation will be April 1 to March 31, or such other period as the Board may from time to time determine.
9.2 The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
9.3 The Corporation will send to the Members a copy of the annual financial statements at least 21 days before the annual meeting.
9.4 The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board will be available to the Board and to Members, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.
9.5 Officers will have authority, as defined within the Delegation Of Authority Policy, to sign for and on behalf of the Corporation all instruments and contracts. The Board may establish different signing authorities for cheques and other banking documents, as it deems appropriate. From time to time, the Board may, by resolution, appoint a Director or Officer to sign a specific instrument or contract on behalf of the Corporation. Any
instruments or contracts so signed will be binding upon the Corporation without any further authorization or formality.
9.6 The Corporation 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.
9.7 The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.
9.8 All Directors, Officers who are not employed by the Corporation, and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties.

## ARTICLE 10 AMENDMENT OF BYLAWS

10.1 A Special Resolution of the Members is required to make any changes to these Bylaws, and to make any fundamental changes as specified in Section 197 of the Act.

## ARTICLE 11 NOTICE

11.1 In these Bylaws, notice will mean written notice, which is provided by mail, courier, personal delivery, electronic, or other communication facility to the address of record filed with the Corporation of the Director or Member, as the case may be.
11.2 Date of notice will be a) the date on which notice is given by personal delivery, b) one day after the date on which the notice is delivered by telephone, electronic or other communication facility, c) two days after the date that notice is couriered, or d) five days after the date that notice is mailed.
11.3 The accidental omission to give any required notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

## ARTICLE 12 INDEMNIFICATION

12.1 The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, his or her heirs, executors and administrators 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, but will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

## ARTICLE 13 ADOPTION OF THESE BYLAWS

13.1 These Bylaws were ratified by a Special Resolution of the Members of the Corporation at a Meeting of Members duly called and held on May 24, 2014.
13.2 In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

## ARTICLE 14 TRANSITION PROVISIONS

14.1 The Directors holding office at the time the Corporation receives the Certificate of Continuance from Corporations Canada will continue in office, and the provisions of these Bylaws as they apply to election of Directors will take effect at the annual meeting in 2015.

## PREAMBLE

Note: All references in the Rules to the masculine gender shall apply to all genders and all references to the singular shall also include references to the plural.

