

Weightlifting Canada Haltérophilie

BY-LAWS August 8, 2021

1. Article 1: General

1.1. Purpose

- a) These By-Laws relate to the general conduct of the affairs of Weightlifting Canada Haltérophilie, a federal corporation incorporated under the Canada Not-for-Profit Corporations Act, S.C. 2009 c.23, and referred to as “WCH” in these By-Laws.
- b) The Corporation has the promotion of weightlifting on a nation-wide basis as its exclusive purpose and function. In furtherance of this purpose and function, the objectives of the Corporation are:
 - i) To serve as the governing body for the sport of weightlifting in Canada and as such, to represent Canada and weightlifting within the International Weightlifting Federation, the Canadian Olympic Committee and other national and international sport bodies;
 - ii) To promote, teach, foster, encourage and improve weightlifting in any manner whatsoever;
 - iii) To stimulate public opinion in favour of providing proper accommodation, adequate facilities and trained instructors and Coaches for teaching and developing weightlifting;
 - iv) To regulate amateur weightlifting under its jurisdiction and to deal with any infringement thereof;
 - v) To establish standards for, provide sanction of, and oversee competitions over which the Corporation has jurisdiction;
 - vi) To establish and maintain standards of certification of Coaches and Technical Officials;
 - vii) To identify, select and train national teams to represent Canada internationally;
 - viii) To stage and engage in national and international events and competitions;
 - ix) To receive money and other property, by gift, bequests, fees or otherwise, and apply same in furtherance of these purposes; and
 - x) To carry on related business activities in furtherance of these purposes, such as selling merchandise related to weightlifting and engaging in limited, non-partisan political activities.

1.2. Definitions

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) “Affiliated Organizations” means any recreational or competitive club or league, organization or licensee recognized by the WCH or a PTSO from time to time that delivers weightlifting programs and has fulfilled the requirements of registration as required by the WCH and the Provincial and Territorial Sport Organization (PTSO) and has paid any associated registration fees to the WCH or a PTSO;
- c) “AM or Annual Meeting” means the annual meeting of the WCH;
- d) “Athlete” means any individual participating in the sport of weightlifting, for recreational enjoyment or competitive purposes, who is registered with the WCH or a PTSO;
- e) “Athletes’ Council” means the athletes’ council constituted pursuant to these By-laws to represent the interest of weightlifting Athletes;
- f) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the WCH;
- 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 the WCH for a report to the Members at the next AM;
- h) “Board” means the Board of Directors of WCH;
- i) “CEO” means Chief Executive Officer, the Executive Director or a substitute as appointed from time to time by the WCH.
- j) “Club” means an affiliated weightlifting club registered with a PTSO or the WCH;
- k) “Coach” means an individual certified by the Coaching Association of Canada (CAC) and registered with the WCH;
- l) “Committee” means a committee established by the WCH including the Athletes’ Council;
- m) “Corporation” as defined by Corporations Canada, the Act or both and in the context of these By-Laws means WCH;
- n) “Code of Conduct and Ethics” means WCH’s Code of Conduct and Ethics and any other code of conduct provisions embodied in agreements with a WCH Member or Individual;
- o) “Days” means days and include weekends and holidays;
- p) “Director” means a member of the Board of Directors of the WCH;
- q) “Event or Activity” means day-to-day business, events, competitions, conferences and meetings, training camps and any other events, competitions, activities attended by, sanctioned or organized by the WCH;
- r) “Individuals” includes all individuals engaged in the WCH Events and Activities, including but not limited to, Athletes, Coaches, Technical Officials, volunteers, directors, parents of registrants, officers, team managers, team captains, medical and paramedical personnel, administrator;
- s) “Meeting” means a meeting of the Members being either an AM or SM;
- t) “Member” means any Provincial or Territorial Sport Organization or PTSO registered with the WCH in accordance with these By-Laws;
- u) “Member in Good Standing” means a Member who complies with the membership conditions set out in these By-Laws;
- v) “Officer” means an individual, either a Director or executive staff member, elected or appointed to serve as an Officer pursuant to these By-Laws;
- w) “Technical Official” means a specially trained volunteer who serves as a technical official at a WCH or PTSO sanctioned competition;

- x) Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;
- y) “Policy” means a written directive ratified by the Board that defines objectives, principles, procedures and methods to govern decisions and actions of the WCH;
- z) “President” means the President of the Board of the WCH;
- aa) “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;
- bb) “Provincial and Territorial Sport Organization or PTSO” means the WCH recognized provincial and territorial sport organization responsible for weightlifting in its territory;
- cc) “Registrant” with the WCH, a Member or Affiliated Organization, means any Affiliated Organization or Individual that has fulfilled the requirements in these By-Laws and of registration as required by the WCH, a PTSO or Affiliated Organization and has paid any associated registration fees;
- dd) “Rules” mean the authoritative principles that are set forth to govern weightlifting competitions of the WCH;
- ee) “SM or Special Meeting” means a special meeting of Members called pursuant to these By-Laws;
- ff) “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
- gg) “Terms of Reference” means the terms of reference of a WCH Committee.

2. 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 written in English and French and both are official versions.

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 conflicting translation, any word, term or phrase in these By-Laws that are ambiguous, contradictory, or unclear.

2.4. In case of a conflict between these By-Laws and the Act, the Act shall take precedent.

3. Article 3: Members and Registrants

Members

Membership Conditions

- 3.1. The WCH shall have one category of Members: the Provincial and Territorial Sport Organisation 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 the WCH.
- 3.3. Notwithstanding the requirements of section 3.2, all Registrants from a territory of Canada may register with the WCH as a PTSO or may, with the consent of a PTSO, all register with the WCH under the registration of that PTSO.
- 3.4. The membership year of the WCH shall be September 1 to August 31.

Membership Transferability

- 3.5. Membership in the WCH is not transferable.

Members in Good Standing

- 3.6. A Member of the WCH 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 the WCH;
 - d) Has complied with the By-Laws, Policies, and Rules of the WCH and their respective provincial legislation, policies, and rules;
 - e) Is not subject to a disciplinary investigation or action by the WCH or a PTSO, 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 fees, money or debts owed to the WCH by the deadline dates prescribed in these By-Laws or prescribed by the WCH 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 not 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 the WCH 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 the WCH;
- c) the Member resigns from the WCH 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 the WCH;
- d) the Member fails to comply with the WCH 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 of the Member.

3.9. Subject to these By-Laws, upon termination of membership, the rights of the Member (including any rights to property of the WCH) automatically cease to exist. Any obligations owing by the Member to the WCH 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 the WCH at the time of termination.

3.10. A Member may not resign from the WCH 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 the WCH for any one or more of the following grounds:

- a) Violating pertinently any provision of the Articles, By-Laws, or Policies of the WCH;
- 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 the WCH 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 the WCH.

Discipline Procedures

3.12. In the event that the Board determines that a Member should be suspended or terminated from membership in the WCH, 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 the WCH. 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 at AM or SM.

3.16. Registrants include:

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

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

Registrant in Good Standing

3.18. A Registrant will be in good standing provided that the Registrant:

- a) Has complied with the WCH's 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 the WCH in accordance with these By-Laws or WCH Policies. Such suspension or termination will be in force and applicable at all levels including international, national, PTSO, and Affiliated organization's 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 WCH Policy may appeal that decision in accordance with the WCH Appeal Policy.

Dues for Members and Registrants

- 3.22. The Board may determine registration procedures and fees, dues, assessments, charges and other registration requirements for Members and Registrants in accordance with the WCH and PTSO Policies.

4. Article 4: Members Meetings

Notice of Members Meetings

- 4.1. Meetings of Members of the WCH shall be held within Canada at the place provided in these By-Laws or, in the absence of such a provision, at the place that the Directors determine.
- 4.2. 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 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.
- 4.3. Notice of Meetings shall:
 - a) Be provided to each Director, Member, and the Public Accountant;

- 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, include, if applicable, a Member Proposal submitted in accordance with the Act.

Types of Members Meetings

4.4. 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)

4.5. 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 WCH financial year.

4.6. 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.

4.7. The Agenda for AM shall include at a minimum:

- a) Call to order
- b) Establishment of quorum
- c) Appointment of scrutineers
- d) Approval of agenda
- e) Approval of minutes of the previous AM and any SM
- f) Presentation of reports
- g) Auditor's report (if any)
- h) Appointment of Auditors
- i) Any business specified in the AM notice
- j) Election of Directors
- k) Adjournment

4.8. 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 or the WCH's designate in accordance with the Act.

- 4.9. The Annual Meeting shall be attended by all Directors and Members, the Chair of the Athletes' Council, and may be attended by Registrants and other Affiliate Organizations.

Quorum

- 4.10. A quorum at the AM is a simple majority of the Voting Members.
- 4.11. 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.
- 4.12. If during the course of the Meeting, Members leave the Meeting thus causing quorum to be lost, the Meeting may nonetheless proceed.
- 4.13. Members that abstain from voting are nonetheless counted for the purposes of determining a quorum.

Voting

- 4.14. 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 or the WCH designate the name of the individual who is acting as the delegate for the Member at least five (5) days before the Meeting.
- 4.15. 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.
- 4.16. Abstaining voters at any Meetings are not counted in determining the number of votes cast.

Special Meetings

- 4.17. A SM of the Members may be called at any time by the President, the Board or upon the written requisition of at least four (4) Members.
- 4.18. Only a matter set out in the notice for a Special Meeting shall be considered at that Meeting.
- 4.19. 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

- 4.20. Meetings of the Members may be held by telephone conference call, video conference 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, video conference or by other electronic means has been approved by a resolution of Members.

Participation by Teleconference and Other Electronic Means Only

4.21. Teleconferences, video conference 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.

4.22. For a vote made under By-Law 4.19, the individual fulfilling the duties of the Secretary of WCH 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.

5. Article 5: Board of Directors

- 5.1** The WCH shall have one or more Directors. The Board of Directors shall consist of a minimum of 7 to a maximum of 9 Directors elected at the Annual Meeting and shall include an Athlete and 2 Directors who shall not be Officers of the WCH.
- 5.2** The Members of the WCH may amend these By-Laws to increase or decrease the number of Directors, or the minimum or maximum number of Directors, but no decrease shall shorten the term of an incumbent Director.

Qualification and Eligibility of Directors

Qualifications

5.3. The qualifications of Directors shall be determined in accordance with the Act and these By-Laws.

5.4. A Director of the WCH is not required to be a Registrant of the WCH.

5.5. The following persons are disqualified from being a Director of the WCH:

- a) anyone who is less than 18 years of age;
- b) anyone who is legally incapable;
- c) a person who is not a physical person;
- d) a person who has the status of a bankrupt
- e) a person who has not completed a background check recognized by the WCH and obtained the certificate no later than 6

- months before the Elections and that the certificate confirms that no issues arose from such background check;
- f) a person who holds any elected or appointed position as a director, an employment or contract employment position(s) with the WCH, or a PTSO;
 - g) a person who is not in Good Standing with the WCH as defined in these By-Laws
 - h) a person who is subject to a relevant criminal or conduct investigation or has been found guilty of relevant criminal or conduct offence, as determined by the Board;
 - i) a person who is subject to a relevant and serious existing or past antidoping rule violation, as determined by the Board;
 - j) a person who is subject to a disciplinary sanction imposed by the WCH or a PTSO, as determined by the Board.

Nominations

- 5.6.** 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, in accordance with these By-Laws, the WCH Nomination Policy and Election Procedures, and the Terms of Reference established for the Nominating Committee. Members will also be entitled to submit nominations through the Proposal process in accordance with the Act.

Election or Appointment as Director

- 5.7.** Members shall, by Ordinary Resolution at each Annual Meeting at which an election of Directors is required, elect Directors to hold office for a term provided in these By-laws.
- 5.8.** Except in the case where a vacancy must be filled, no more than one third of the Directors may be elected each year for a three-year term.
- 5.9.** The Athlete who will be on the Board shall be elected by the Athlete's Registrants for a three (3)-year term.
- 5.10.** No Director may serve more than nine (9) consecutive years as a Director in their lifetime.
- 5.11.** 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

- 5.12.** 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 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.
- 5.13.** 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).
- 5.14.** 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 these By-Laws, or because of a failure to elect the minimum number of Directors provided for these By-Laws, the Directors then in office must call a SM to fill the vacancy.

Directors ceasing to hold office

- 5.15.** A Director of the WCH ceases to hold office when the Director dies, resigns, is removed, or becomes disqualified.

Resignation

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

Automatic Vacancy

- 5.17.** The office of Director shall be automatically vacated if the Director does not meet anymore the qualifications stipulated in Section 5.5. of these By-Laws.

Removal

- 5.18.** A Director may be removed from office by Ordinary Resolution at an AM or 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

- 5.19.** A Director may be suspended following the outcome of a discipline hearing in accordance with the Act, these By-Laws,



and WCH Policies.

Statement of Director

- 5.20.** A Director is entitled to submit to the WCH a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a Meeting is called for that purpose.

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

- 5.21.** 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.
- 5.22.** A quorum of Directors may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in these By-Laws or a failure to elect the number or minimum number of Directors provided for in these By-Laws.
- 5.23.** If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in these By-Laws, the Directors then in office shall without delay call a Special Meeting of the Members to fill the vacancy and, if they fail to call a Meeting or if there are no Directors then in office, the Meeting may be called by any Member.
- 5.24.** If the WCH has neither Directors nor Members, a Canadian judicial tribunal may, on the application of an interested party, make an order appointing the required number or minimum number of Directors provided for in these By-Laws.
- 5.25.** 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.
- 5.26.** 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.

Remuneration and expenses of Directors

- 5.27.** Directors may be remunerated for their services, travel and other expenses properly incurred and approved in accordance with the WCH Policies, in connection with their attendance at meetings and performance of duties carried out on behalf of the WCH.

Duties of Directors and Officers

- 5.28.** Every Director and Officer of the WCH in exercising their powers and discharging their duties shall:
- a) Act honestly and in good faith with a view to the best interests of the WCH;
 - b) Exercise the care, diligence and skill of a reasonably prudent person would exercise in comparable circumstances;
 - c) Disclose any conflict of interest;
 - d) Comply with the Act, the Act's regulations, the WCH's By-Laws, Policies and Rules and other applicable agreements.
 - e) Verify the lawfulness of these By-Laws and the purpose of the WCH.

Powers of the Board of Directors

- 5.29.** The Board is the legal entity and authority of WCH and shall provide leadership and strategic direction for the WCH and ensure the development, effective implementation, and evaluation of Policies, Rules, and programs and WCH's business. Except as otherwise provided in the Act or these By-Laws, the Board has the power to manage the activities and affairs of the WCH and may delegate any of its powers, duties, and functions, consistent with the Act.
- 5.30.** A Director is entitled to attend and be heard at every Meeting of Members.

Meetings of the Board of Directors

- 5.31.** The Directors may meet at any place and on any notice that the By-Laws require.
- 5.32.** Subject to these By-Laws, a majority of the number of Directors or minimum number of Directors required by the By-Laws constitutes a quorum at any meeting of Directors, and, despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.
- 5.33.** 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.
- 5.34.** Other persons may attend meetings of the Board at the invitation of the Chair of the meeting. The Chair may request these persons to be excused from any Board meeting, or from any portion of any Board meeting.
- 5.35.** No person shall act for an absent Director at a meeting of Directors.
- 5.36.** A Director or an Officer of the WCH shall disclose to the WCH, in writing or by requesting to have it entered in the minutes of meetings of Directors or of Committees of Directors, the nature and extent of any interest that the Director or Officer

has in a material contract or material transaction, whether made or proposed, with the WCH, if the Director or Officer

- a) is a party to the contract or transaction;
- b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- c) has a material interest in a party to the contract or transaction.

5.37. Time of disclosure of any interest that a Director or Officer has in a material contract or material transaction with the WCH shall be made in accordance with section 141 of the Act.

5.38. The Board may adopt a Conflict-of-Interest Policy which shall apply to the Directors, Officers and Members.

Quorum and Voting Procedures

5.39. A quorum for meetings of the Board of Directors is a simple majority of the voting Directors holding office. Voting Directors who abstain from voting shall be counted for the purposes of determining quorum.

5.40. 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.

5.41. 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.

5.42. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors.

5.43. Proxy voting is not permitted at meetings of the Board.

5.44. The CEO shall attend meetings of the Board, unless determined otherwise by the Board, but is not a Director and shall not vote.

5.45. A Director who is present at a meeting of Directors or of a Committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless

- a) the Director requests a dissent to be entered in the minutes of the meeting;
- b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- c) the Director sends a dissent by registered mail or delivers it to the registered office of the WCH immediately after the meeting is adjourned.

- 5.46.** A Director who votes for or consents to a resolution is not entitled to dissent under Section 5.45.
- 5.47.** A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within the prescribed period after becoming aware of the resolution or action, the Director
- a) causes a dissent to be placed with the minutes of the meeting; or
 - b) sends a dissent by registered mail or delivers it to the registered office of the WCH.
- 5.48.** The Chair of the Athletes' Council shall attend meetings of the Board but is not a Director and shall not vote.

Liability of Directors

- 5.49.** Directors of the WCH who vote for or consent to a resolution authorizing any of the following are jointly and severally, or solidarily, liable to restore to the WCH any money or other property so paid or distributed and not otherwise recovered by the corporation:
- a) a payment or distribution to a Member, a Director or an Officer contrary to these By-Laws of the Act; or
 - b) a payment of an indemnity contrary to these By-Laws or the Act
- 5.50.** Except for conditions prescribed in section 146 of the Act, Directors of a the WCH are jointly and severally, or solidarily, liable to employees of the WCH for all debts not exceeding six months' wages payable to each employee for services performed for the WCH while they are Directors.

6. Article 6: Officers

Composition

- 6.1.** Subject to the articles, the By-laws and any unanimous Member agreement, the Directors may designate the offices of the WCH, appoint as Officers persons of full capacity, specify their duties and delegate to them powers to manage the activities and affairs of the WCH except powers to do anything referred to in subsection 138(2) of the Act.
- 6.2.** A director may be appointed to any office of the WCH; and two or more offices of the WCH may be held by the same person.
- 6.3.** The Officers of the WCH are the President, Vice-President, Secretary/Treasurer. 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

6.4. Apart from the Chief Executive Officer, all Officers will hold office for a term of three (3) years and no Officer may hold the same Officer's position for more than three (3) consecutive terms.

Election of Officers

6.5. The Board will, within thirty (30) Days after the Annual Meeting, elect a President and Vice-President, Secretary/Treasurer by Ordinary Resolution.

6.6. The Athlete representative elected as Director cannot be an Officer.

Chief Executive Officer

6.7. The position of Chief Executive Officer will be filled consequentially to a contract of employment upon such terms and conditions as the Board may approve. In absence of a CEO, the President shall act as the CEO.

Duties of Officers

6.8. The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the WCH, will preside at the AM and SM, and will be the official spokesperson of the WCH. 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 the WCH. The President chairs the Board, and if applicable, other Committees' meetings.
- 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 secretary/treasurer will be responsible for the corporate affairs of the WCH including but not limited to, amendments to these By-Laws, ensuring that all official documents and records of the WCH are properly kept and filed with government agencies, that all minute of all Board and Committee meetings and AM or SM are recorded and archived, prepare and submit at all Meetings of the Members a report on WCH activities since the previous Meetings, give due Notice to all Members of any Meetings of the Members, maintain accounting records as required by the Act, ensure that

all monies received by the WCH are deposited in the WCH's bank account, manage the disbursement of funds of the WCH, provide the Board with financial reports and updates, prepare annual budgets and perform such duties as may be required from time to time by the Board.

- d) The Chief Executive Officer will, subject to the powers and duties delegated by the Board, manage the day-to-day operations of the WCH and will perform such other duties as may from time to time be established by the Board.

Removal of an Officer

- 6.9. 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

- 6.10. 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.

7. Article 7: Committees

- 7.1. The Board may establish other Committees to assist the Board in carrying out its duties and functions and those Committees shall be accountable to the Board.
- 7.2. The CEO will be an ex-officio member of all Committees unless otherwise determined by the Board.
- 7.3. The Board may appoint, at its discretion, experts or external advisors with no voting rights, to assist or advise the Board or Committee.
- 7.4. The term of references of the Committees shall be determined by the Board.
- 7.5. The Board shall appoint a Nomination Committee who will be responsible for recommending Directors' candidates in accordance with these By-Laws and the WCH's Nomination Policy and Election Procedures.
- 7.6. There shall be a Committee of the WCH 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.

- 7.7. Procedures for Committees of the WCH are the responsibility of those Committees as outlined in their Terms of Reference.
- 7.8. WCH's 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 the WCH Policies, in connection with their attendance at meetings and performance of duties carried out on behalf of the WCH.

8. Article 8: Finance

Fiscal Year

- 8.1. The fiscal year of the WCH shall be April 1 of a year to March 31 of the following year.

Signing Authority

- 8.2. Subject to the minimum requirements of Part 11 of the Act and in accordance with these By-Laws and WCH's Policies, the Board may from time to time authorize one or more Directors, Officers, or employees of the WCH to sign for and on behalf of the WCH all cheques, contracts, leases, mortgages and similar documents or to sign a specific instrument or contract on behalf of the WCH. Any instruments or contracts so signed will be binding upon the WCH 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 the WCH to be a true copy thereof.
- 8.3. Members or Registrants cannot obtain loans from the WCH.
- 8.4. The Directors of the WCH shall place before the Members at every Annual Meeting:
- (a) prescribed comparative financial statements that conform to any prescribed requirements and relate separately to
 - (i) the period that began on the date the WCH came into existence and ended not more than six months before the Annual Meeting or, if the WCH has completed a financial year, the period that began immediately after the end of the last completed financial year and ended not more than six months before the Annual Meeting, and
 - (ii) the immediately preceding financial year;
 - (b) the report of the Public Accountant, if any; and
 - (c) any further information respecting the financial position of the WCH, and the results of its operations required by the these By-Laws or any unanimous Member agreement.

9. Article 9: Corporate

- 9.1.** The business and affairs of the WCH will be carried on without the purpose of gain for its Members and any profits to the WCH will be used in promoting its purposes.
- 9.2.** The WCH 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 the WCH required by the By-Laws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the WCH 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 the WCH in accordance with the Act.
- 9.3.** The Registered Office of the WCH shall be in Alberta.
- 9.4.** The Board may establish other offices in Canada.
- 9.5.** The WCH is a bilingual organization, which shall be reflected in its structures, publications, activities, and public relations.
- 9.6.** Where the WCH does not adopt rules of order, the most current version of Robert's Rules of Order shall govern.

10. Article 10: Amendment of By-Laws

- 10.1.** 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.
- 10.2.** 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.

11. Article 11: Fundamental Changes

- 11.1.** Fundamental Changes are defined as follows:
- (a) Change the name of the WCH;
 - (b) Change the province in which WCH's registered office is situated;

- (c) Add, change or remove any restriction on the activities that the WCH 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 these By-Laws;
- (j) Change the statement of the purpose of the WCH;
- (k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the WCH;
- (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 are permitted by the Act to be set out in the articles or these By-Laws.

Amendment to Fundamental Changes

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

12. Article 12: Method of Giving Notice

Ordinary Communication of Notices

- 12.1. 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 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 the WCH or in the case of notice to a Director to the latest address as shown in the last notice that was sent

by the WCH.

- b) if mailed to such person at such person's recorded address by prepaid ordinary or airmail;
- 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.

12.2. 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 the WCH to any notice or other document to be given by the WCH may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Omissions and Errors

12.3. 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 the WCH 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.

13. Article 13: Dissolution

13.1. Upon the dissolution of the WCH, 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.

14. Article 14: Indemnification

14.1. Subject to Section 151 of the Act, the WCH may indemnify a present or former Director or Officer of the WCH, or another individual who acts or acted at the WCH's request as a Director or an Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the WCH or other entity.



14.2. The WCH will not indemnify a Director, Officer, or any other person for acts of fraud, dishonesty, or bad faith.

14.3. The WCH may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

15. Article 15: Adoption of these By-Laws

15.1. These By-Laws were ratified by a Special Resolution of the Members of the WCH at a Meeting of Members duly called and held on July 12, 2021.

15.2. In ratifying these By-Laws, the Members of the WCH repeal all prior By-Laws of the WCH provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Law.