

BY-LAWS

**CANADIAN WEIGHTLIFTING FEDERATION
FÉDÉRATION HALTÉROPHILE CANADIENNE
(CWFHC)**

Adopted the June 1st, 2012

BY-LAWS
OF THE
CANADIAN WEIGHTLIFTING FEDERATION HALTEROPHILE CANADIENNE
CWFHC

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BY-LAWS

OF THE CANADIAN WEIGHTLIFTING FEDERATION

FEDERATION HALTEROPHILE CANADIENNE

(Hereafter the “Federation”)

BE IT ENACTED as a By-Law of the Federation, which was continued under the *Canada Not-for-profit Act* S.C. 2009, c. 23, as follows:

1. DEFINITIONS

In this By-Law and all other By-Laws of the Federation, unless the context otherwise requires:

- 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 statute or regulations that may be substituted, as amended from time to time;
- b) “By-Law” means this By-Law and any other By-Law of the Federation as amended and which are, from time to time, in force and effect;
- c) “members” is limited to members of the Federation hereafter referred to as “the Members” or “Provincial/Territorial Associations”.
- d) “Board” means the Board of Directors of the Federation and “Director” means a member of the Board;
- e) “Executive committee” mean the four officers elected by the Board of directors: the president, the vice-president administration and the vice-president technical and the secretary-treasurer;
- f) “meeting of members” includes the annual meeting of the members and the annual meeting of the Board of directors or a special meeting of members;
- g) “special resolution” means a resolution passed by a majority of not the less than two-third (2/3) of the votes cast on that resolution.

2. NAME OF CORPORATION

The name of the Federation shall be the Canadian Weightlifting Federation or Federation Haltérophile Canadienne and abbreviated as CWFHC.

3. MISSION STATEMENT

3.1 Mission

The Canadian Weightlifting Federation is dedicated to the promotion and development of Olympic Weightlifting in Canada. We will do so in a spirit of equity and fair play, while at the same time encouraging a fit for life philosophy.

3.2 Control

The Federation shall be organized, directed, controlled and governed by its members, through their duly elected or appointed delegates.

4. OBJECTIVES

4.1 The objectives of the Federation are:

4.1.1 to govern the sport of Olympic weightlifting in Canada and

4.1.2 to establish, maintain, conduct and promote interest and participation in the sport of Olympic weightlifting.

4.2 To accomplish these objectives the Federation will:

4.2.1 affiliate and/or cooperate with other organizations inside and outside of Canada having similar or compatible goals;

4.2.2 provide for Canadian representation at desired international weightlifting events;

4.2.3 cooperate with its members in organizing weightlifting competitions, clinics and other related events for all interested parties;

4.2.4 acquire, hold, own, improve and maintain and to sell, lease, mortgage or otherwise encumber, and to dispose of, any real or personal property for the purposes of the Federation.

5. AFFILIATION

The Federation shall be affiliated with the International Weightlifting Federation (IWF) and any other Organization deemed beneficial to the Federation by a motion by the Board of Directors.

6. RELATIONSHIP TO PROVINCIAL/TERRITORIAL ASSOCIATIONS/FEDERATIONS

The Federation is the sum total of all of its members as defined in By-Law 10.1. The Federation shall not interfere in the operations of the Federation or Organization to which the Federation is affiliated, except in the case of contravention of Federation policy. The Federation shall, however provide programs, services and assistance where possible to its affiliated groups, hereinafter referred to as “Members” or “Provincial/Territorial Associations”, as defined in By-Law 10.1.

The general purpose of the affiliation of the Provincial/Territorial Members is to provide for development, accessibility and coordination of standardized weightlifting programs, facilities and

services. The Provincial/Territorial Associations/Federations assume responsibility for the implementation of such purposes within their Provincial/Territorial boundaries.

The Federation assumes authority and responsibilities for:

- 6.1 all international activities, as related to the Federation;
- 6.2 all national team activities;
- 6.3 all coordination re: national development of programs required by the memberships;
- 6.4 the presentation of all Canadian Weightlifting Championships.

7. HEAD OFFICE

The head office of the Federation shall be located in the city of residence of its President.

8. LANGUAGES, INTERPRETATION AND TRANSLATION CLAUSES

- 8.1 In these By-laws and in all other By-Laws of the Federation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Federations.
- 8.2 French language translation of these By-Laws shall be provided, but in cases of dispute, the English version shall prevail.

9. CORPORATE SEAL

The Federation may have a corporate seal in the form approved from time to time by the Board of Directors. If a corporate seal is approved, the secretary of the Federation shall be the custodian of the corporate seal.

10. MEMBERSHIP

- 10.1 Membership of the Federation is limited to corporate members hereinafter referred to as “the Members” or “Provincial/Territorial Associations”. Membership may be granted in accordance with the conditions of By-Laws 10.7 and 10.8 to one (1) Olympic Weightlifting governing body in each of the following provinces and territories of Canada. Each Member shall hold one (1) vote at a meeting of members.

ALBERTA	BRITISH COLUMBIA	MANITOBA
NEW BRUNSWICK	NEWFOUNDLAND	NORTHWEST TERRITORIES
NOVA SCOTIA	ONTARIO	YUKON
QUEBEC	SASKATCHEWAN	NUNAVUT
PRINCE EDWARD ISLAND		

The following conditions must be met for full membership:

- 10.1.1 that the Member be incorporated under the laws of its province or territory,

- 10.1.2 that the Member submit each year to the Secretary-treasurer, twenty (20) days prior to the Annual General Meeting, the minutes or the Member's most recent annual general meeting,
- 10.1.3 that the Member hold an annual Provincial/Territorial championships, and
- 10.1.4 that the Member submit by May 1st each year to the Secretary-treasurer, their designate for position of Provincial/Territorial Director of their Provincial/Territorial Association.

All individual members of the various Provincial/Territorial Associations, as defined by the constitutions of each particular Provincial/Territorial Association, are not Members of the Federation and as such, do not hold any voting right. However, they are deemed to be Participants in the affairs of the Federation. As such they shall be subject to all applicable rules, regulations, policies and procedures of the Federation along with all applicable sanctions pertaining to such.

10.2 Rules for Membership

The Board of Directors, as defined in By-Law 11, shall be entitled from time to time, to enact, amend and enforce rules and regulations regarding the granting and termination of membership, conduct and eligibility of members.

10.3 Application for Membership

Application for membership shall be addressed to the Secretary-treasurer of the Federation. Documentation to accompany the application shall be in accordance with By-Law 10.1. The Executive shall review each application and make a recommendation upon it to the general membership. If this recommendation is in the negative, it shall be communicated to the applicant in time for that Member to withdraw that application before it is circulated to the general membership.

10.4 Decision on Membership

Application for membership shall be decided by a majority of votes cast at a general meeting of the Board of Directors, provided that proper notice of the motion to approve membership and of the recommendation of the Executive has been circulated prior to the meeting.

10.5 Membership fees

The Board of Directors of the Federation may, by resolution, determine the amount of membership fees to be paid by the Members as well as the time they become due, provided that at least fifteen (15) days notice is given of any proposed change.

10.6 Resignation from Membership

Any Member may resign from membership in the Federation by giving written notice to the Secretary-treasurer. Fees for any unexpired term to the subscription year are normally not refundable, but the Board of Directors may grant a request for such in extenuating circumstances.

10.7 Members in Good Standing

Members in good standing shall be those admitted to full membership who respect the conditions presented in 10.1 of the present By-Laws and who have paid all required fees to the Federation.

10.8 Suspension or Removal from Membership

10.8.1 The Board of Directors shall have the authority, by a two thirds (2/3) majority vote to expel or suspend any Member from the Federation whose conduct shall have been deemed, by the Executive Committee, to be improper, unbecoming or likely to endanger the interests or reputation of weightlifting; or willfully commits a breach of the Federation's By-Law, Constitution or its Policies and Procedures shall provide a ten (10) days written notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion, and the date, the time and the place of the hearing of its case.

10.8.2 Any Member who withdraws, or is expelled from the Federation shall immediately forfeit all rights arising from, or associated with, membership in the Federation.

10.8.3 Upon failure of any Member to pay any fees, dues, subscriptions or indebtedness to the Federation in arrears for a period of six (6) months, the Board of Directors may cause the name of said Member to be removed from the Federation. If the dues remain in arrears after a period of one (1) year, the Member shall be deemed to have resigned from the Federation.

10.8.4 Said Member may be reinstated to the membership upon such evidence as the Board of Directors of the Federation deems necessary and/or acceptable.

10.8.5 No member shall be expelled or suspended without being given the opportunity to be heard by the Board of Directors, except in cases covered by 10.9.3, to state their case and the reasons for their actions. The Board of Directors, by a majority vote, may choose to reinstate the member in question. During the hearing process said member shall stand suspended from participation in all Federation activities.

10.8.6 Individual members of Provincial/Territorial Associations shall be dealt with in the same manner but only in front of the Executive Committee which has the power to suspend and expel the individual members from Federation activities.

10.9 Members' meetings

10.9.1 The Annual general meeting of the members

The annual or any other general meeting of Members shall be held at least once (1) a year in conjunction with the Senior Canadian Championships. There is two parts to that annual meeting: The first part is the Annual general meeting of the members (Part 1) and the second part is the Annual general meeting of members (Part 2) and the Annual general Meeting of the Board of Directors.

The purpose of this meeting is for the members (provincial/territories associations/Federations represented by their provincial/territorial directors) to make a

report on their activities, to talk about the development of the sport of weightlifting in their provinces/territories and to discuss challenges or issues in their development.

10.9.2 The agenda is prepared by the president and secretary-treasurer and approved by the Board. It must be sent to the members twenty-one (21) days prior the date of the meeting with a notice of the time and place of the meeting. Copy of the notice shall be sent to the Directors of the Federation and to the public accountant.

10.9.3 The agenda of the annual meeting of the members must include the following items:

The Annual general Meeting of members (Part 1)

- reports of the Provincial/territories directors;
- activities of the Provinces/territories;
- budget of the Provinces/territories;
- challenges or issues of the Provinces/territories.

The Annual general meeting of members (Part 2) and The Annual general meeting of the Board of Directors

- signature of attendance;
- reading and adoption of the agenda;
- reading and approval of the minutes of last meeting;
- report of the Executive Committee;
- presentation of next year's budget;
- public accountant's report
- appointment of the public accountant for the next fiscal year;
- report of the Secretary-treasurer;
- report of the Athlete's Representative(s);
- report of the Coach's Representative(s);
- business arising from reports;
- report of the Nominating Committee;
- election(s);
- report from individual committees;
- new business;
- adjournment.

Also as expressly provided by the law, the following items cannot be considered at a meeting of members unless proper notice in the circulated agenda (by-law 29):

- dissolution of the Federation;
- any matter requiring the approval of members;
- ratification of modified statutes, By-Laws.

10.9.4 The participants at the Annual general meeting of the members and at the Annual general meeting of the Board of Directors should nominate a chairman and a secretary for their meeting.

10.9.5 Motions from Members of the Federation received by the Secretary-treasurer, at least ninety (90) days before the scheduled date of the Annual general meeting of the members and the Annual meeting of the Board of Directors shall be included in the agenda for that meeting.

- 10.9.6 The Members may consider and transact any business either special or general at any meeting of Members. The Board of Directors or the president or vice-president shall have power to call, at any time, a general meeting of Members of the Federation.
- 10.9.7 A majority of Members will constitute a quorum at any meeting of Members or any meeting of the Board of Directors.
- 10.9.8 A twenty one (21) days' written notice shall be given to each Member of any annual or special general meeting of Members.
- 10.9.9 Special meetings of members must be called by the Executive Committee or by the Secretary-treasurer, upon a requisition of meeting signed by at least 5% of the members of the Federation.

At least a twenty one (21) days notice shall be given of the date, time, place and agenda for a special meeting. No additional items may be added to the circulated agenda for a special meeting.

- 10.9.10 Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- 10.9.11 Directors are entitled to vote at all member meetings. Directors that are otherwise member of the Federation have only one (1) vote.
- 10.9.12 A majority of the votes cast by the persons present that are entitled to vote shall determine the questions in meetings except where the vote or consent of a greater number of vote is required by the Act or these By-Laws.
- 10.9.13 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of Members of the Federation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of the Member, Director or officer shall be his last head office address recorded on the books of the Federation.
- 10.9.14 If all Members of the Federation consent thereto generally or in respect of a particular meeting, Members may hold a meeting by teleconference or by other electronic means that permit all persons participating in the meeting to hear each other and to communicate adequately. However, the said meeting shall be held as follows:
- a) All Members shall have equal access to hear and communicate with each other. A Member participating in such meeting by such means is deemed to be present at the meeting.
 - b) At the commencement of each such meeting, the secretary of the meeting shall record the names of those persons attending the meeting. The president of such meeting shall ensure that Members have taken such reasonable precautions as may be necessary to prevent unauthorized interception or monitoring.

- 10.9.15 The Board of Directors may from time to time appoint a Director to serve in the role of:
- a) monitor, to assist the chair with the timing of the agenda of a meeting;
 - b) recorder, to assist the chair with the presentation and recording of ideas presented during a meeting.

11. BOARD OF DIRECTORS

- 11.1 The property and business of the Federation shall be managed by a Board of Directors, comprised of nineteen (19) Directors. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes.
- 11.2 The Board of Directors shall include: one Provincial/Territorial Director representing each Member of the Federation, the Athletes' Representative, the Coaches' Representative, plus the Executive Committee, consisting of the officers of the Federation, these being the President, vice-president administration, vice-president technical and secretary-treasurer.
- 11.3 Each Provincial/Territorial Directors is designated according to By-Law 10.1.
- 11.4 The Athletes' Representative is elected by the athletes of the senior national Team of the period of the Annual General Meeting and among any members of the senior national Team within the last four (4) years for a term of four (4) years.
- 11.5 The Coaches' Representative is elected by the coaches of the senior national Team of the period of the Annual General Meeting and among any coaches of the senior national Team for a term of four (4) years.
- 11.6 Officers are elected according to By-Law 15.1
- 11.7 Directors must be members of their provincial/territorial associations/federation, must be duly designated and must be a minimum of 18 years of age.

12. GENERAL POWERS OF DIRECTORS

- 12.1 The Directors of the Federation may administer the affairs of the Federation in all things and make or cause to be made for the Federation, in its name, any kind of contract which the Federation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Federation is by its charter or otherwise authorized to exercise and do.

12.1.1 Powers and Duties

In addition to the other specific duties and powers assigned elsewhere in these By-Laws, the Board of Directors shall:

- a) receive reports from the officers and from the standing or ad hoc committees of the Federation;

- b) decide all financial policies and regulations that affect the dues and obligations of Members;
- c) set criteria for membership and decide all questions related to admission or loss of membership;
- d) make all decisions on all matters brought before it by the Executive Committee;
- e) consider all matters brought before it by any Member and, at its discretion, refer such to the Executive or to an appropriate standing or ad hoc committee for further study and possible action.

12.1.2 Delegation of Powers

The Board of Directors shall have the power to delegate authority for specific matters to the Executive Committee, to any of its established committees or to any officer of the Federation.

12.1.3 Subcommittees

The Board may establish subcommittees from time to time in order to conduct its business more effectively.

12.2 The Directors shall have power to authorize expenditures on behalf of the Federation from time to time and may delegate by resolution to an officer or officers of the Federation the right to employ and pay salaries to employees.

12.3 The Board of Directors shall take such steps as they may deem requisite to enable the Federation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Federation.

13. DIRECTORS' RESPONSIBILITIES

General Responsibilities

13.1 The purpose of the Board of Directors is to act as a connection between the Federation and the Provincial/Territorial Directors of Members. In order to do this the Directors must:

- a) become knowledgeable with the Federation and their own Provincial/Territorial Federation on all issues that concern weightlifting at both their Provincial/Territorial and the national level; and
- b) maintain an adequate system of communication within their Provincial/Territorial Association and to the Federation.

Specific Responsibilities

13.2 To evaluate the performances of the officers of the Federation, and to take action as per 18.3.2 of these By-Laws, to ensure that non performance does not occur.

- 13.3 To be familiar with the various rules, By-Laws, policies and procedures of the Federation and the International Weightlifting Federation in order that no contraventions of such purposely or inadvertently occur.
- 13.4 To submit reports, communications, minutes and other relevant documents as required on a timely basis.
- 13.5 To attend Federation Board of Directors meetings to represent their Provincial/Territorial Association.
- 13.6 In the event that a Provincial/Territorial Association ceases to exist, their seat on the Board of Directors will then be eliminated.

14. MEETINGS OF THE BOARD OF DIRECTORS

14.1 Members

Members of the Federation are entitled to receive notices of, and appoint a representative to attend, at all meetings of the Board of Directors.

14.2 Annual Meeting

The Annual general Meeting of the Board of Directors or any other general meetings of the directors shall be held in conjunction with the Canadian Senior Championships each year (see 10.10 of the present By-Laws).

Annual general meeting of the Board of directors

14.3 Notice of Meeting and Agenda

14.3.1 General meetings of the Board of Directors may be called by the President of the Corporation at any time and place by giving at least 21 days written notice of such meeting, either by e-mail or by mail, to each Director and by sending the agenda.

14.3.2 There shall be at least one (1) Annual general meeting per year of the Board of Directors.

14.3.3 The agenda of the Annual general meeting of the Board of directors must contain at least the following topics:

1. signature of attendance;
2. reading and adoption of the agenda;
3. reading and approval of the minutes of last meeting;
4. report of the Executive Committee;
5. presentation of next year's budget;
6. appointment of the public accountant for the next fiscal year;
7. report of the Secretary-treasurer;
8. report of the Athlete's Representative(s);
9. report of the Coach's Representative(s);

10. business arising from reports;
11. report of the Nominating Committee;
12. election(s);
13. report from individual committees;
14. new business;
15. adjournment.

14.3.4 The following items cannot be considered at a meeting unless proper notice of motion is attached to the circulated agenda:

1. approval of the financial statements, borrowing of money amounts exceeding \$10,000;
2. adoption of, and changes to terms of reference of standing committees;
3. renewing, amending or rescinding of a previously considered motion;
4. affiliation with other bodies;
5. dissolution of the Federation;
6. fill a vacant position of Director or public accountant;
7. appoint additional Directors;
8. issued debt securities;
9. adopt, amend or repeal statutes, By-Laws, or
10. special assessments or variation in membership fees.

14.3.5 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of Directors of the Federation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of the Member, Director or officer shall be his last head office address recorded on the books of the Federation.

14.3.6 If all Directors of the Federation consent thereto generally or in respect of a particular meeting, Directors may hold a meeting by teleconference or by other electronic means that permit all persons participating in the meeting to hear each other and to communicate adequately. However, the said meeting shall be held as follows:

- a) All Directors shall have equal access to hear and communicate with each other. A Member participating in such meeting by such means is deemed to be present at the meeting.
- b) At the commencement of each such meeting, the secretary of the meeting shall record the names of those persons attending the meeting in person or by electronic communications facilities and the president or vice-president shall determine whether a quorum is present. The president or vice-president of each such meeting shall also determine the method of recording votes thereat, provided that any Member present may require all persons present to declare their votes individually. The president or vice-president of such meeting shall ensure that Directors have taken such reasonable precautions as may be necessary to prevent unauthorized interception or monitoring.

14.3.7 The Board of Directors may from time to time appoint a Director to serve in the role of:

- a) monitor, to assist the chair with the timing of the agenda of a meeting;

- b) recorder, to assist the chair with the presentation and recording of ideas presented during a meeting.

15. THE EXECUTIVE COMMITTEE

15.1 Nominating committee of the Executive Committee

The Board of Directors shall appoint the Directors of three (3) Members of the Federation to a Nominating Committee at the Annual General Meeting of Members of the Federation. This Committee shall then perform their duties in regards to the nominations to be made for the coming year's Annual General Meeting. After such elections that committee shall be disbanded.

15.1.1 Invitation for Nomination

At least two (2) months before the Annual General Meeting of Members of the Federation, the Nominating Committee shall;

- 15.1.1.1 inform the Members of the Federation of all vacant positions of officers;
- 15.1.1.2 invite nominations for individual members of each Member of the Federation to stand for election to these positions;
- 15.1.1.3 announce that the closing date for the receipt of such nominations shall be thirty (30) days before the scheduled date of the Annual General Meeting of Members of the Federation.

15.1.2 Nominating Procedure

The Nominating Committee shall check that those who have been nominated are willing to serve if elected to office and shall ensure that at least one name is put forward for each vacant position, by making its own nominations for any positions for which no names have been received by the closing date. Nominations received by the Committee shall not be secret at any time and any candidate shall be free to withdraw in favour of another.

15.1.3 Report and ballot at the Annual General Meeting

The report from the Nominating Committee shall be attached to the agenda circulated for the Annual General Meeting of Members of the Federation and shall contain the names of all persons nominated and willing to serve. The ballot shall be conducted by two (2) scrutineers elected for this purpose by the Members at the Annual General Meeting. The results shall be reported to the meeting, through the Chair and shall be recorded in the minutes.

15.2 Composition and election

- 15.2.1 The Executive Committee Officers of the Federation shall consist of four (4) officers, these being the President, vice-president administration, vice-president technical and the Secretary-treasurer. These four (4) persons shall be known collectively as the Executive Committee.

15.2.2 The Executive Committee Officers shall be elected by the Board of Directors among the persons nominated by the process of the subsection of these By-Laws. The election shall be conducted by a written, secret ballot vote at the Annual General Meeting of the Board of Directors.

15.2.3 All elections for Executive Committee Officers shall be decided by a majority vote when there are more than two (2) candidates. Successive votes shall be cast until a majority is obtained.

15.2.4 Interim appointments

Persons to serve the unexpired terms of officers who are unable to complete their terms of office may be appointed by the Executive Committee until the next meeting of the Board of Directors.

15.2.5 Term of office on the Executive Committee

Serve until replaced.

All Executive Committee officers shall be elected for a two (2) years term and shall continue to hold office until their successors are elected or appointed unless they resign or are removed from office by action under By-Law 15.1.6 and 15.1.7

15.2.6 Resignation

All Executive Committee officers may resign their position by writing a letter of resignation to the President or Secretary-treasurer of the Corporation.

15.2.7 Removal from Office

The position of an Executive Committee officer may be removed by a majority vote of the Board of Directors of the Corporation.

15.2.8 The office of Director shall be automatically vacated:

- a) if at a special general meeting of Members, a resolution is passed by two thirds (2/3) of the votes cast in favour of the removal of the Director; however, the said Director must have received due notice for such meeting and must have been invited to make a statement before the vote;
- b) if a Director has resigned his office by delivering a written resignation to the Secretary-treasurer of the Federation;
- c) if he has been declared incapable by a court in Canada or in another country;
- d) if he becomes bankrupt or suspends payment or compounds with his creditors;
- e) on death;

Provided that if any vacancy shall occur for any reason contained in this paragraph, and if a quorum of Directors remains in office, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of the Federation who shall complete the term of the vacated office of Director.

15.2.9 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

15.3 General Responsibilities

The Executive Committee is responsible for the management of the affairs of the Federation between meetings of the Board of Directors.

15.4 Specific Responsibilities

15.4.1 The Executive Committee is responsible for all decisions concerning policy and procedures when the Board of Directors cannot meet as a body.

15.4.2 The Executive Committee shall be responsible for the day-to-day administration of the affairs of the Federation in accordance with the policies and actions approved by the Board of Directors. The Executive Committee assists in the budget preparation process and shall have authority to approve expenditures in accordance with the general provisions of the budget of the Federation and of specific provisions made by the Board of Directors.

15.4.3 The Executive Committee shall function as the disciplinary body of the Federation.

15.4.4 Shall monitor the progress of all Federation committees and programs between Board of Directors meetings.

15.4.5 Between Board of Directors' meetings, the Executive Committee is empowered to allocate up to \$10,000 of non-budgeted Federation funds but shall justify such expenditures to the Board of Directors at the next meeting of the Board of Directors.

15.4.6 Other responsibilities as defined, from time to time, by the Board of Directors.

15.4.7 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

15.4.8 Remuneration for all agents and employees shall be fixed by the Board of Directors by resolution.

15.5 Qualifications for office

In order to run for office on the Executive Committee of the Federation, the required qualifications are the following:

15.5.1 President

- a) provincial/Territorial Director or actual of former member of Executive Committee;
- b) background and experience in the sport of weightlifting;
- c) oral and/or written communication skills in English and/or French.

15.5.2 Secretary-treasurer

- a) administrative experience in the sport of weightlifting;
- b) background and experience in the sport of weightlifting and a background in financial administration including a recognized business degree;
- c) oral and/or written communication skills in English and/or French.

15.5.3 Vice-president Technical

- a) experience in international coaching and working with high performance athletes;
- b) IWF Category referee and/or NCCP/CWFHC Level III coach or equivalent;
- c) oral and/or written communication skills in English and/or French.

15.5.4 Vice-president Administration

- a) administrative experience in the sport of weightlifting and in a business environment;
- b) oral and/or written communication skills in English and/or French.

16. THE EXECUTIVE OFFICERS

16.1 President

General Responsibilities

16.1.1 As the Chief Executive Officer of the Federation, the President shall be directly responsible for the membership and the Board of Directors. The president shall provide leadership in regards to policy, planning, implementation and administration for the overall supervision and administration of the Federation.

Specific Responsibilities

16.1.2 The President shall preside at all Board of Directors' meetings and Members' meetings. The President shall also chair meetings and coordinate the activities of the Executive Committee.

16.1.3 In consultation with the Secretary-treasurer, the President shall prepare the agenda for meetings of the Board of Directors and the Executive Committee.

- 16.1.4 Ensures that all policies, orders, resolutions and actions approved by the Board of Directors are properly implemented.
- 16.1.5 Be the Federation's official spokesman and representative for all organizations to which it is affiliated, including the other affiliates of those organizations and to those organizations who fund the Federation.
- 16.1.6 Sends results of the Canadian Championships to the IWF Secretariat as per IWF By-Laws.

16.2 Vice-President Administration

The Vice-President Administration shall:

- 16.2.1 fulfill the duties and exercise the powers of the President when that person is temporarily absent or otherwise unable to perform the duties of the office;
- 16.2.2 be responsible for the review and revision of the By-Laws of the Federation;
- 16.2.3 perform all specific duties assigned by the President or requested by the Board;
- 16.2.4 be in charge of the Federation's Anti Doping program;
- 16.2.5 be responsible for registration of all official Canadian participants at international event.

16.3 Vice-President Technical

The Vice-President Technical shall:

- 16.3.1 fulfill the duties and exercise the powers of the President when both the President and the Vice-President Administration are temporarily absent or otherwise unable to perform the duties of the office;
- 16.3.2 be responsible for the overall supervision and administration of the technical affairs of the Federation;
- 16.3.3 perform all specific duties assigned by the President or requested by the Board;
- 16.3.4 be responsible for the overall supervision and administration of the technical affairs of the Federation, namely:
 - a) junior and senior Canadian Championships;
 - b) to be responsible for the overall supervision and administration of the National Teams including all required competitions, criteria, etc.;
 - c) to be responsible for the overall supervision and administration of the Officials Program of the CWFHC;
 - d) to be responsible for the overall supervision and administration of the Coaches Committee of the CWFHC;

- e) to be responsible for the overall supervision and administration of the NCCP Program.

16.4 Secretary-treasurer

General Responsibilities

- 16.4.1 Be responsible for the overall supervision and administration of the Financial and administration affairs of the Federation, namely:

Specific Responsibilities

- 16.4.2 The Secretary-treasurer shall fulfill the duties and exercise the powers of the President when the vice-President technical is temporarily absent or otherwise unable to perform the duties of the office;

- 16.4.3 Act as the Secretariat of the Federation, including:

- a) maintaining a register of the Members of the Federation;
- b) causing the preparation and distribution of notices, agenda, and minutes for all meetings of the Board and the Executive Committee;
- c) maintain copies of all correspondence of the Federation;
- d) the review and proper revision of the Federation's By-Laws when necessary;
- e) being responsible for the installation and utilization of a system of communication with the Members via their respective Provincial/Territorial Directors;
- f) maintain proper custody of the Seal of the Federation;
- g) attend all meetings of the Board of Directors, the Executive Committee in order to accurately record the minutes of those meetings;
- h) ensure that the minutes of all meetings are accurate and are appropriately circulated within thirty (30) days of said meetings;
- i) ensuring responsibility for the maintenance, upkeep, and relevance of the Federation Constitution, and will present proposals for amendments to same to the Board of Directors.

- 16.4.4 Act as the Chief Financial Officer of the Federation including:

- a) be responsible for the care and custody of the funds and other assets of the Federation;
- b) shall deposit all monies, securities and other valuable effects in the name and to the credit of the Federation into a chartered financial institution, or in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time;

- c) the payments from the chartered financial institution referred to in 15.4.4 of all approved expenditures incurred by the Federation;
- d) shall keep full and accurate accounts of all assets, liabilities, revenues, receipts, disbursements and other transactions of the Federation in the books belonging to the Federation;
- e) shall disburse the funds of the Federation as may be directed by proper authority taking proper vouchers for such disbursements;
- f) reporting to each regular meeting of the Board of Directors the results of operations since the last meeting. This shall include a balance sheet and a statement of operations showing actual and budgeted amounts received and expended;
- g) presenting a financial report at the Annual General Meeting of the Board of Directors and at the Annual General Meeting of the Members of the Federation. This report shall include:
 - i) audited or reviewed financial statements of the accounts of the Federation for the immediately preceding year;
 - ii) a budget for the next fiscal year, as well as;
 - iii) any recommended changes in fees paid by the Members;
 - iv) throughout the year, expenditures must be monitored against budget. If budgeted allocations are nearing total depletion this fact must be made known to the persons responsible for the projects involved.

16.4.5 Report to any governmental Ministers as may be required by Law, namely:

- a) to seek approval of the Minister of Corporate Affairs for all amendments to the By-Laws and make all other required reports to the Minister;
- b) to submit to the Minister of Corporate Affairs an Annual Report on all required financial and other matters,
- c) to any other Government agency as required;

16.4.6 Report to any other funding agency as may be required;

16.4.7 The Secretary-Treasurer shall:

- a) be responsible for circulating notices of all meetings, agenda and minutes of the meetings of the Board and of the Executive Committee;
- b) ensure that minutes are prepared and that minute books are properly maintained for meetings of the Board and of the Executive Committee;
- c) be responsible for correspondence with the membership and for maintaining internal communication within the Federation.

16.4.8 perform such other duties as may from time to time be required by the Board of Directors.

16.5 Honorary Positions

The Executive Committee may recommend to the Board of Directors that they honour former Executive Committee members for their meritorious long term dedication to the Federation by naming them “Honorary Life President”, “Honorary Life Secretary-treasurer” or “Honorary Life Vice-president Technical” as appropriate. These persons may participate in Federation business in a consultative capacity only.

17. MEETINGS OF THE EXECUTIVE COMMITTEE

17.1 Calling of Notice

17.1.1 Meetings of the Executive Committee shall be held at the call of the President of the Federation or at the request of at least two (2) members of the Board of Directors. At least fifteen (15) days written notice shall be given for such meeting, either by e-mail or by mail, of the date, time, place, and agenda for meetings of the Executive Committee.

17.1.2 No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Federation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

17.2 Special Meetings and Telephone Meetings

17.2.1 In emergencies, special meetings of the Executive Committee may be held at the call of the President of the Federation. A five (5) days written notice shall be given by e-mail, of the date, time, place and agenda for such special meeting of the Executive Committee.

17.2.2 The Executive Committee may also conduct, with the agreement of all, a special meeting by telephone conference call. A twenty-four (24) hours written notice by e-mail of the time of such meeting shall be given to each member of the Executive Committee.

17.3 Subcommittees

The Executive Committee may establish subcommittees from time to time in order to conduct its business more effectively.

17.4 Quorum

A quorum for all meetings of the Executive Committee shall consist of three (3) members of that committee.

18. OTHER COMMITTEES

18.1 Standing Committees

Standing committees of the Federation shall be established by a vote of the Board of Directors, on the recommendation of the Executive Committee. The Board and the Executive Committee may also establish standing subcommittees. The cost of all standing committees shall be clearly identified in the annual budget of the Federation. Motions to

establish attending committees must include specific terms of reference in accordance with By-Law 18.3. These terms of reference may be amended subsequently, by approval of an appropriate motion by the respective appointing body.

18.2 Ad Hoc Committees

Ad hoc committees may be established from time to time by approval of a motion at a meeting of the Board of Directors, the Executive Committee or any standing committee of the Federation. If terms of reference are not included in the motion to establish an ad hoc committee, the committee shall draw up its own terms of reference and submit these to the appointing body for approval.

18.3 Terms of reference for all committees shall include the following:

- a) the status of the committee (standing or ad hoc);
- b) the type of committee (discussion, working, combination, task force, etc.);
- c) the overall purpose;
- d) any specific directives defining goals and tasks;
- e) the relationship to any other overlapping activities of the Federation;
- f) the composition, including statements on any designated observers, whether officers are appointed as full or associate committee members and any authority granted to the chair to co-opt other committee members;
- g) the assignment of any staff as associate committee members;
- h) any special mode of operation (such as meetings only by telephone);
- i) an upper limit of expenses the committee can incur;
- j) the preferred time and method for reporting;

And, for standing committees,

- a) the terms of office for committee members and whether successive terms are permitted;
- b) the method for the election of new committee members and for filling casual vacancies;
- c) the method of election of the chair.

18.4 Calling of Notice

Meetings of other committees of the Federation shall be called by the chair. If no chair is designated, the person whose name appears first on the list of Provincial/Territorial Members shall convene the first meeting and the committee shall elect its own chair.

18.5 Telephone Meetings

The business of other committees of the Federation may be conducted by telephone conference calls.

18.6 Quorum

A quorum for other committees of the Federation shall consist of one half (1/2) of the number of committee members.

18.7 Statutory Reports

18.7.1 Standing committees

All standing committees shall present an annual report to their appointing bodies at the time of the Annual General Meeting.

18.7.2 Ad hoc committees

Ad hoc committees whose business is not completed at the time of the Annual General Meeting shall present interim reports to their appointing bodies. An ad hoc committee that fails to report at the time of two (2) successive Annual General Meetings shall be regarded as defunct.

19. PROFESSIONAL CONSULTANTS

19.1 Appointment of Consultants

The Board of Directors may from time to time retain consultants to advise and act for the Federation on legal, financial, personnel, administrative and other matters.

19.2 Committee Service

Paid consultants may be invited to serve on advisory committees of the Federation but shall not be appointed to the Board of Directors or to any other decision making committee.

Members in good standing of those Provincial/Territorial Associations may serve as Executive Committee officers, Directors or voting members of any committee of the Federation.

20. ALL VOTING MATTERS

20.1 Voting Rights

Each Director is authorized to exercise one (1) vote at members meetings and in Executive Committee elections and all other motions of the board of directors. The preceding shall not prevent a Director from also holding office as an officer on the Executive Committee.

20.2 Voting in Person

In order to cast a vote at a meeting, a Director must be present in the meeting room at the time the vote is taken.

20.3 Voting Rights of Officers

Each officer shall have one (1) vote at meetings and, where applicable, at meetings of the Executive Committee.

20.4 Vote by the Chair

The Chairman votes at the same time as other members and can vote in order to break a tie vote.

20.5 Votes for Motions

All motions at meetings shall be decided by a majority of votes cast, unless otherwise required by these By-Laws or the statutes governing incorporation. A tie vote on a motion shall be considered a defeated motion.

21. FINANCIAL MATTERS

21.1 Fiscal Year

The fiscal year of the Federation shall be from April 1st to March 31st.

21.2 Annual Financial Statements

The audited/reviewed financial statements of the immediate past fiscal year shall be presented by the Secretary-treasurer, for approval at the Annual General Meeting of Members of the Federation.

The audited/reviewed financial statements and the report of the public accountant, if any, must be sent to the Director appointed under the Canada Not-for-Profit Federations Act before each Annual meeting of members or immediately after the signing of a resolution in lieu thereof.

21.3 Annual Budget

A budget for the immediate following fiscal year shall be prepared by the Executive Committee in order to be presented by the Secretary-treasurer for approval at the Annual General Meeting of Members of the Federation.

21.4 Appointment of the public accountant

The Members of the Federation shall, at each Annual General Meeting of members, appoint a public accountant to audit the accounts and annual financial statements of the Federation for report to the Members at the next Annual General Meeting of members. This public accountant shall hold office until the next Annual General Meeting of members provided that the Officers may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Board of Directors.

21.5 Individual Participation Fee

Any referee, coach, athlete, or other individual participants who receive services from the Federation may, at the discretion of the Board of Directors be subject to a participation fee. These fees shall be fixed by vote of the Board of Directors.

21.6 Remuneration

The Directors and Executive Committee members shall serve as such, without any stated remuneration from the Federation for their services, but, by resolution of the Board of Directors, reasonable expenses for their attendance may be allowed at each regular or special meeting of the Board of Directors.

Nothing herein contained shall be construed to preclude any Director from serving the Federation as an officer or in any other capacity and receiving compensation thereof. The Directors and Executive Committee members shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be paid reasonable expenses incurred by themselves in the performance of their duties.

21.7 Limits on Expenditures

Expenditures of funds for any individual items that are in excess of 2% of the total budget for the current fiscal year shall require approval by a motion passed by the Executive Committee.

21.8 Access of Accounts

The financial accounts of the Federation shall be made available for consultation by the Provincial/Territorial Members during normal working hours and at other times upon reasonable request.

21.9 Books and records

The Directors of the Federation shall see that all necessary books and records of the Federation required by the By-Laws of the Federation or by any applicable statute or law are regularly and properly kept.

21.10 Restrictions on Borrowing

The Federation shall not incur debts by borrowing money unless prior approval for such actions has been obtained by passage of a motion by the Executive Committee following at least four (4) weeks notice of such a motion.

22. DISCLOSURE OF INTEREST

A Director or an officer shall disclose to the Federation, as soon he becomes aware the conflict of interest, 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 Federation, if the Director or officer:

- a) is a party to the contract or transaction;
- b) is a Director or 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.

23. SIGNING AUTHORITIES

23.1 Signing Officers

The Executive Committee shall appoint up to three (3) signing officers. Normally, one of the three signing officers is the president of the Federation.

23.2 Execution of Documents

Contracts, documents and other instruments made in the name of the Federation shall be binding upon the Federation when signed by any two (2) signing officers.

23.3 Certification and Signature of Documents

The Board of Directors shall have authority and power to appoint, by resolution, an officer or officers on behalf of the Federation to certify a specific document, to sign specific contracts, documents and instruments in writing.

24. INDEMNITIES

Every Directors or officers of the Federation or any other person who has undertaken or is about to undertake any liability on behalf of the Federation or any company controlled by it and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation, from and against;

- a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is bought, commenced or prosecuted against them or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- b) all other costs, charges and expenses which such Director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

25. POLICY AND PROCEDURES

The technical and administrative policy and procedures of the Federation shall be contained in the Policy and Procedures Manual approved by the Board of Directors. In case of dispute, the By-Laws shall prevail.

26. AMENDMENTS

Subject to the By-Laws, the Board of Directors may by resolution make, amend or repeal any By-Law governing the business or affairs of the organization. Such a regulation, amendment or repeal comes into force on the date of the resolution of the Directors until the next meeting of members where there will be confirmation, rejection or modification of it by the members by ordinary resolution. If the regulation, amendment or repeal is confirmed or confirmed as amended by the members, it remains in effect in the form in which it was confirmed. Regulation, amendment or repeal ceases to be effective if it is not subject to the members at the next meeting of members or is rejected by the members at the meeting.

A copy of the amended By-Laws must be sent to the Director appointed by the Minister within twelve (12) months following the confirmation of the members.

27. CHANGE IN STRUCTURE

A special resolution of members passed by two-thirds (2/3) or more of the votes cast by members entitled to vote, is required to make changes to the rights attaching to each class of members of the organization or structure the organization. The proposed amendment must be included in the notice calling the meeting at which it will be reviewed.

A copy of articles of amendment must be sent to the Director appointed by the Minister, in the form specified by him. Such amendment becomes effective on the date specified in the certificate of amendment issued by the Director for that purpose.

28. DISSOLUTION

In the event of the dissolution of the Federation, all the remaining assets of the Federation, after payment of liabilities shall be distributed to one or more recognized charitable Provincial/Territorial Members in Canada or one or more registered Amateur Athletic Associations registered pursuant to subsection 248(1) of the *Income Tax Act (R.S.C. 1985, c.1.)*.

29. ENTRY INTO FORCE

The entry into force requires a special resolution; these By-Laws come into force upon adoption by the Board of Directors and thereby repeal all previous By-Laws.

We certify that these By-Laws were adopted by resolution of the Board of Directors on the ____ day of _____ 2012 and were confirmed by special resolution of members of the organization the ____ day of _____ 2012.

Dated the ____ day of _____ 2012.