

A BY-LAW GOVERNING THE PROCEDURE AND BUSINESS OF CANADIAN SPORT INSTITUTE ALBERTA (“THE INSTITUTE”)

BE IT HEREBY ENACTED as a By-Law of the Institute as follows:

Section 1 – Interpretation

1.01 Definitions

In all By-Laws of the Institute, unless the context otherwise specifies or requires:

- a) “Active Athlete” means an athlete who is, or was within the prior 8 years, an athlete training in the province of Alberta and using the services and facilities of the Institute.
- b) “Active Member” or “Membership” means an Active Member in good standing appointed pursuant to Section 2.
- c) “Associate Member” means a member who has paid the dues prescribed in Section 2.
- d) “Act” means the *Societies Act*, R.S.A. 1980 Ch. S-18 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-Laws to the provisions of the Act shall be read as references to the substituted provisions in the new statute of statutes.
- e) “Annual Meeting” means the Annual Meeting called pursuant to Section 12.01.
- f) “Board” means the Board of Directors of the Institute.
- g) “By-Laws” means this By-Law and all other By-Laws of the Institute from time to time in force and effect.
- h) “Founding Partner” shall mean the following:
 - 1. Calgary Olympic Development Association,
 - 2. Canadian Olympic Committee,
 - 3. Coaching Association of Canada,
 - 4. Sport Canada,

5. Government of Alberta – Ministry of Culture, Multiculturalism and Status of Women, and
 6. Faculty of Kinesiology, University of Calgary.
- 1.02 Interpretation

Save as aforesaid, all terms contained in the By-Laws which are defined in the Act or regulations shall have the meaning given to such terms in the Act or regulations. Words importing the singular number include the plural and the converse shall also apply. Words importing gender include the masculine, feminine and neutral genders.

1.03 Headings

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

Section 2 - Membership

2.01 Membership Fees

Membership fees, if any, in the Institute shall be determined from time to time by the Board.

2.02 Membership

Membership in the Institute shall be divided into such number of classes as may be decided from time to time by the Board, but initially there shall be two (2) classes of membership; namely, “active membership” and “associate membership”.

Any person may become an Active Member by a favourable vote passed by the Board. Each person who is a Director shall be automatically an Active Member. Each Active Member shall be entitled to one (1) vote.

Any person may become an Associate member upon payment of the membership fee prescribed by the Board. Associate members, as such, shall not be entitled to vote at any meetings of the Institute.

The Board may effect such right to any other classes of membership which it may create and shall be entitled to set dues or membership fees for any of such classes of membership created.

2.03 Withdrawal from Membership

Any Member wishing to withdraw from membership may do so upon giving a notice in writing to the Board through its Secretary.

2.04 Expulsion

Any Active Member may be expelled from membership in the Institute for any cause which the Institute deems reasonable upon a resolution to that effect being passed by at least sixty-six (66%) percent of the votes cast at a meeting of the Board.

Section 3 – Board of Directors

3.01 Board of Directors

The Board shall be composed of at least five (5) but not more than twelve (12) Directors.

The Board shall include at least:

- a) one (1) director with experience, or an understanding of, coaching high performance athletes in the Calgary area and utilizing the services and facilities of the Institute;
- b) one (1) director who is an Active Athlete with an understanding of athlete needs, training in the Calgary area and utilizing the services and facilities of the Institute;
- c) three (3) directors from the community at large.

3.02 Election of Directors

The Directors shall be elected by the Active Members upon nomination by the Nominating Committee.

3.03 Term

The Directors shall be elected for a term not to exceed three (3) years.

3.04 Removal of Directors

Subject to the Act, the Institute may, by Special Resolution passed at a Special Meeting specifically called for such purpose, remove any Director.

3.05 Vacancies

Subject to the Act, the Directors may, from time to time, appoint a person as a Director for the purpose of filling a vacancy on the Board created by the resignation or removal of a Director from the membership of the appropriate group set out in paragraph 3.01.

3.06 Remuneration and Expenses

The payment of any dividend or remuneration out of the funds of the Institute to any of the Directors is prohibited. Any reimbursement for expenses is subject to the Institute's policies or as may be approved by the Board.

3.07 Meetings

Meetings of the Board shall be held at such a time and on such days as the Chairperson of the Institute may, from time to time, determine. The holding of any meeting in the form of a telephone conference call is permitted.

3.08 Special Meetings

Meetings of the Board may be called on the requisitions of any two (2) Directors provided that such request shall be made to the Chairperson, in writing, to call such meeting and such request shall state the business to be brought before the meeting.

3.09 Notice of Meeting

Meetings of the Board shall be called by ten (10) days' notice, in writing, mailed to each Director or by three (3) days' notice given by telephone, telefax, or email.

3.10 Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors.

3.11 Voting

Questions arising at any meeting of the Board shall be decided by a majority of votes cast at that meeting. In the case of an equality of votes, the Chairperson of the meeting shall not have a second or casting vote and the question in such case shall be considered lost.

3.12 Resolution in Writing

A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

Section 4 – Appointment and Duties of Officers

4.01 Appointment

The Directors shall elect as Officers, a Chairperson, a Vice-Chairperson, a Secretary/Treasurer who shall hold office at the pleasure of the Board. The Board may appoint such other officers as they determine necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

4.02 Chairperson

The Chairperson presides at all meetings of the Institute and of the Directors and should be entrusted to carry out all orders and resolutions of the Board.

4.03 Vice-Chairperson

The Vice-Chairperson shall, in the absence of the Chairperson, exercise the duties of the Chairperson and shall preside at all meetings of the Institute and of the Board in the absence of the Chairperson. The Vice-Chairperson shall be entitled to a vote at all proceedings of the Institute.

4.04 Secretary/Treasurer

It shall be the duty of the Secretary/Treasurer to:

- (i) attend all meetings of the Institute and of the Board;
- (ii) keep accurate Minutes of those meetings;
- (iii) oversee the financial affairs of the Institute; and
- (iv) ensure that there is prepared, for submission to the Annual Meeting, an audited statement of the financial position of the Institute.

The Secretary shall be entitled to vote at all proceedings of the Institute.

4.05 Chief Executive Officer ("CEO")

The CEO, under the oversight of the Board, shall assume primary responsibility for the policies, programs and activities of the Institute. He shall represent the Institute as its Senior Officer in major negotiations with other bodies on behalf of the Institute's interest and shall maintain community and liaison with all other key groups and agencies. He shall have the key responsibility for promotions and public relations as may be required. He shall be assigned such specific tasks and additional responsibilities as may be determined by the Board from time to time. The CEO shall sit as an ex-officio and non-voting member of the Board and shall be directly responsible to the Board through the office of the Chairperson.

Section 6 – Committee or Subcommittees

- 6.01 The Board may appoint and establish such committees or subcommittees as may be required from time to time ensure that the objectives of the Institute are met. Such Committees or Subcommittees shall remain constituted at the pleasure of the Board.

Section 7 – Nominating Committee

7.01

The Board shall constitute a Nominating Committee composed of three (3) Directors appointed by the Board.

The Nominating Committee as composed shall meet when required and shall provide nominations to the Board to comply with Section 3.01.

- 7.02 Prior to nominating any candidates for the Board, the Nominating Committee shall ensure that the application process is made available to the general public, including through publication on the Institute's website.

Section 8 – Audit Committee

- 8.01 The Audit Committee shall be constituted by the Board and shall be composed of three (3) members of the Board, one of which must be the Secretary/Treasurer, who shall meet at such times as is required.
- 8.02 Such committee shall be responsible for the financial affairs of the Institute and shall form the formal link between the Board and the hired auditors of the Institute.

Section 9 – Execution of Instruments

- 9.01 Signing Authority

Any and all documents, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be executed on behalf of the Institute by the Chairperson or his designate and one (1) or more other Directors. In addition, the Board may, from time to time, designate by resolution the manner in which and the persons by whom any particular instrument of class of instruments may or shall be executed and all instruments so executed shall be binding upon the Institute without further authorization or formality.

- 9.02 Seal

The Secretary shall have charge of the seal of the Institute. The Board may, from time to time, designate by resolution the persons by whom any particular instrument or class of instruments may or shall be executed under seal, however a document executed on behalf of the Institute by a Director or the Secretary or an agent of the Institute is not invalid only because the Institute's seal is not affixed to the document.

- 9.03 Cheques, Drafts and Notes

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

Section 10 – Amendment of By-Laws

- 10.01 By-Laws Committee

A By-Laws Committee shall be appointed from time to time by the Board which committee shall review the By-laws of the Institute on an ongoing basis,

receive input from the members and the community at large and shall make such recommendations to the Board for amendment of the By-Laws at each Annual General Meeting.

10.02 Special Resolution of Amend By-Law

On a written requisition of seventy-five (75%) percent of the voting members of the Institute, the Chairperson shall call a Special General meeting for the purposes of entertaining a motion to effect an amendment in the By-Laws of the Institute. On such written requisitions, the Chairperson shall call such Special General Meeting within thirty (30) days from the date of such special requisition.

10.03 Amendment of By-Laws

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

Section 11 – Records, Fiscal Year, Annual Report

11.01 Books and Records

The Board shall see that all necessary books and records of the Institute required by the By-Laws or by any applicable statute or law are regularly and properly kept and shall, at all reasonable times during regular business hours, be open to inspection by the Active Members.

11.02 Fiscal year

Subject to the Act, the fiscal year of the Institute shall terminate on the 31st day of March in each year.

11.03 Annual Reports

The Institute shall prepare and, within one hundred and twenty (120) days after the end of each fiscal year, submit to the Membership an annual report, which shall include the audited financial statements and any other statements and reports that the Board may require.

Section 12 – Membership Meeting

12.01 Annual Meeting

The Institute shall hold an annual meeting within one hundred and twenty (120) days following the end of each fiscal year of the Institute. Notice of the Annual Meeting shall be by letter to the last known address of each Active Member, posted in the mail ten (10) days prior to the Annual Meeting. At the

Annual Meeting, the Active Members shall confirm the action of the Board of the past year and confirm the appointment of the next ensuing Board.

12.02 Special Meetings of the Institute

Special Meetings of the Institute may be held at such times and at such places as the Directors may, from time to time, determine. A Special Meeting of the Institute shall be called by the Institute upon receipt of a petition, signed by one-third (1/3) of the Active Members of the Institute, setting forth the reasons for calling such meeting or by the request of the Special Meeting by two (2) Directors as set out in Section 3.08. Notice of the Special Meeting shall be by letter to the last known address of each Active Member, posted in the mail ten (10) days prior to the meeting and specifying a date for such meeting to be no later than thirty (30) days from the date of receipt of the petition or the date of the Directors' requisition.

12.03 Quorum

The majority of Active Members in attendance at the meeting shall constitute a quorum at that meeting.

12.04 Voting

Each Active Member shall have the right to vote at any meeting of the Institute. All votes must be made in person and not by proxy or otherwise. All questions shall be decided by a majority vote of those present.

Section 13 – Borrowing Powers

13.01 Powers of Institute

For the purpose of carrying out its objects, the Institute may borrow or raise or secure the payment of money in such manner as it thinks fit.

Section 14 - Audit

14.01 Audited Annually

The books, accounts and records of the Institute shall be audited at least once each year by a duly qualified accountant appointed for that purpose at the Annual Meeting. A complete and proper statement of the standing of the accounts for the previous year shall be submitted by such auditor at the Annual Meeting of the Institute. After submission by the auditor of the accounts at the Annual General Meeting, the auditor for the succeeding year shall be selected and the remuneration for such auditor shall be set.

Section 15 – Rules and Regulations

15.01 Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management, operation and use of the facilities of the Institute and of the Canadian Sport Institute Alberta,

as they deem expedient provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the members of the Institute when they shall be confirmed and failing such confirmation at such Annual Meeting of the members shall and at that time cease to have any force and effect.

Section 16 – Conflict of Interest Rule

16.01 Conflict of Interest Rules

A Director or Officer who is directly or indirectly interested in a proposed contract or transaction with the Institute must:

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

Section 17 – Equity and Ethics in Sport

17.01 Equity in Sport

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

17.02 Code of Conduct

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