



CANADIAN WHEELCHAIR SPORTS ASSOCIATION (CWSA) By-Laws

ARTICLE I: DEFINITIONS

1. In this By-law and all other By-laws of CWSA, 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. "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of CWSA;
 - c. "**Board**" means the Board of Directors of CWSA and "Director" means a member of the Board;
 - d. "**By-law**" means this By-law and any other By-law of CWSA as amended and which are, from time to time, in force and effect;
 - e. "**Meeting of Members**" includes an annual meeting of Members or a special meeting of Members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;
 - f. "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
 - g. "**Proposal**" means a proposal submitted by a Member of CWSA that meets the requirements of section 163 (Shareholder Proposals) of the Act;
 - h. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
 - i. "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

ARTICLE II: PURPOSE OF BY-LAWS

2. **Purpose.** The purpose of the By-laws is to establish the rules and structure of CWSA within its legal context and to allow for the development and operation of CWSA's business.
- 3.

ARTICLE III: CORPORATE SEAL

3. **Corporate Seal.** CWSA may have a corporate seal in the form approved from time to time by the Board.

ARTICLE IV: MEMBERS

4. **Conditions of Membership.** Subject to the Articles, there shall be one class of members in CWSA.

Membership is available to provincial/territorial organizations interested in furthering CWSA's purposes that are recognized by their provincial/territorial government as the agency with the primary mandate to deliver wheelchair sports programs.

5. Provincial/territorial organizations may apply for and be accepted into membership in CWSA by resolution of the Board or in such other manner as may be determined by the Board. Membership is restricted to one organization per province/territory.
6. Each Member is entitled to receive notice of, attend and vote at all meetings of CWSA Members.
7. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).
8. **Suspension of Members.** The Board has the authority to suspend any member from CWSA for any one or more of the following grounds:
 - a. violating any provision of the Articles, By-laws, or written policies of CWSA;
 - b. carrying out any conduct which may be detrimental to CWSA as determined by the Board in its sole discretion; or
 - c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of CWSA.
9. In the event that the Board determines that a Member should be suspended from membership in CWSA, the President, or such other Officer as may be designated by the Board, will provide twenty (20) days' notice of suspension to the Member and will provide reasons for the proposed suspension. The Member may make written submissions in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended from membership in CWSA. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.
10. Where a Member is suspended by the Board of Directors, the Members will immediately be notified of the suspension.
11. At the annual general meeting immediately following a suspension by the Board, the suspension of the Member will be on the agenda and the Members will be entitled to determine the length of suspension or otherwise deal with the suspension as the Members, in their sole discretion, may determine.
12. **Expulsion of Members.** Any member may be expelled as a Member by a vote of at least sixty-six and two-thirds percent (66 2/3%) of the Members at a meeting of Members, provided that such Member is

granted an opportunity to be heard, at such meeting.

13. **Membership Transferability.** Membership in CWSA is non-transferable. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this section of the By-laws.
14. **Termination of Membership.** A membership in CWSA is terminated when:
 - a. a Member that is a corporation is dissolved;
 - b. a Member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
 - c. a Member resigns by delivering a written resignation to the President, in which case such resignation will be effective on the date specified in the resignation, and the Member remains liable for payment of any outstanding fees owed to CWSA at the time of the withdrawal and will not be eligible for re-application until such outstanding dues are paid;
 - d. a Member is expelled or is otherwise terminated in accordance with the Articles or By- laws;
 - e. a Member's term of membership expires; or
 - f. CWSA is liquidated or dissolved under the Act.
15. Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of CWSA, automatically cease to exist.

ARTICLE V: BOARD OF DIRECTORS

16. **Composition.** As specified in the Articles, the property and business of CWSA will be managed by a Board of not less than five (5) and not more than seven (7) Directors, at least one of whom should be an athlete, comprised of:
 - a. One (1) individual elected as President;
 - b. One (1) individual elected as Vice-President; and
 - c. Up to five (5) individuals elected as Directors-at-Large.
17. The Board may, from time to time as it deems fit, in order to fulfill the purpose of CWSA, fix the number of Directors-at-Large to serve on the Board.
18. **Limitations.** Directors must be Canadian citizens or landed immigrants; at least eighteen (18) years of age; and able under law to contract. Employees of CWSA cannot be elected as a Director.
19. **Term.** Directors shall hold office for a term of four (4) years, or until the Annual General Meeting at the end of their fourth year of office.
20. **Vacancy of Office.** The office of a Director shall be automatically vacated when a Director:
 - a. resigns as a Director by delivering to the President of CWSA a written resignation stipulating the effective date of his/her resignation;
 - b. is found by a court to be of unsound mind;

- c. becomes bankrupt or takes the benefit of any legislation relating to bankruptcy or insolvent debtors;
 - d. is removed as a Director by a resolution passed by two-thirds (2/3) of the Members present and voting at a special meeting called for that purpose;
 - e. dies;
 - f. becomes an employee of CWSA; or
 - g. is convicted in Canada of any criminal offense which, in the opinion of the Board reflects on the ability of such Director to perform his duties or which may adversely reflect on CWSA.
21. If a vacancy occurs for any reason contained in Section 5.05 or if Members do not fill a position that is up for election, the Board may fill the vacancy.
22. If for any reason the number of Directors is less than that required by the Letters Patent or By-laws of CWSA, the Board shall appoint a minimum number of Directors so to as be in compliance with the Articles and By-laws.
23. Directors appointed under Section 5.07 and 5.08 shall serve until the next CWSA annual meeting, at which time an election shall be held for the remainder of the vacated term, where applicable.
24. When a vacancy occurs, the Directors remaining in office may exercise all the powers of the Board provided that a quorum of Directors is elected or remains in office as the case may be
25. A resigning Director whose resignation stipulates that it is not to be effective until a certain meeting of the Board or Members shall remain in office until the dissolution or adjournment of the meeting at which his resignation is to be effective.
26. **Remuneration.** Directors will 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 them in the performance of their duties.

ARTICLE VI: OFFICERS

27. The Board may designate the officers of CWSA, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of CWSA. An Officer may, but need not be, a Director unless these by- laws otherwise provide. Two or more offices may be held by the same person.
28. There shall be three (3) Officers of CWSA: President, Vice-President, and CEO.
29. The CEO is the senior most paid employee of CWSA, who shall normally serve as an Officer for the duration of his/her employment.
30. **Vacancy in Office.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of CWSA. Unless so removed, an officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. the Officer's death.

ARTICLE VII: DUTIES OF THE OFFICERS

31. President. The President shall:

- a. Preside at all meetings of the Members and all meetings of the Board at which /he is present;
- b. See that all orders, resolutions and regulations of the Board are implemented;
- c. Oversee the operations of CWSA to ensure the implementation and maintenance of strategic and business plans;
- d. Perform all duties incidental to the office and shall have such other powers and duties as may from time to time be determined by the Board; and
- e. Be an *ex-officio* member of all committees of CWSA.

32. Vice-President. The Vice-President shall:

- a. Generally assist the President in his duties and perform such other duties and exercise such powers as the President may delegate; and
- b. During the absence, inability or unwillingness of the President to act, shall perform the duties and exercise the powers of the President.

33. Chief Executive Officer. The CEO shall be retained as an employee of CWSA by the Board on such terms as the Board deems appropriate. Such terms and conditions of employment of the CEO shall be set out in a written employment agreement entered into between the CEO and CWSA. The CEO shall be removable in accordance with the written employment agreement entered into between the CEO and CWSA and otherwise in accordance with applicable law.

34. Notwithstanding the duties of Officers described above, the Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

ARTICLE VIII: COMMITTEES

35. Committees. The Board may establish, by resolution, committees on such terms and conditions as the Board deems appropriate, including duties of such committees, remuneration of committee members and the timing and manner of holding meetings of such committees.

36. Committee Members. Members of committees and/or their sub-committees shall be appointed by the chairpersons of such committees which appointments are subject to ratification by the Board at the next following meeting of the Board. Any committee member may be removed by resolution of the Board.

ARTICLE IX: MEETINGS OF THE BOARD OF DIRECTORS

37. Number of Meetings. There shall be at least two (2) meetings of the Board per fiscal year.

38. **Calling a Board Meeting.** Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time

Notice. Meetings of the Board may be held at any time and place to be determined by the Board, provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each director. Provided further that, if notice of any such meeting is given by mail, such notice by mail shall be sent at least fourteen (14) days prior to the meeting. No notice of meeting of the Board shall be required if all directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board 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. The statutory declaration of the President or Vice-President that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

39. **Quorum.** A majority of the number of Directors shall constitute a quorum at any meeting of the Board.
40. **Voting.** At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.
41. **Participation by Electronic Means at Board Meetings.** Board meetings may be held by teleconference or other electronic means. In addition, Directors may participate in an in-person Board meeting by means of such teleconference or other electronic means as permit all persons participating in the meeting to hear each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.
42. **Resolution in Writing.** A resolution in writing, signed by all of the members of the Board entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.

ARTICLE X: MEETINGS OF THE MEMBERS

43. **Meetings.** Meetings of the Members shall be either an annual meeting or a special meeting. The annual or any special meeting of Members shall be held at any place in Canada and on such date as the Board may determine. The Members may resolve that a particular meeting of Members be held outside Canada.
44. **Annual General Meeting.** The annual general meeting shall be held within six (6) months of the preceding fiscal year end.
45. **Special Meeting.** The Board or the President shall have power to call, at any time, a special meeting of the Members. The Board shall also call a special meeting of the Members on the written requisition of not less than fifty percent (50%) of the Members.
46. **Quorum.** A quorum at any meeting of the Members (unless a greater number of Members are required

to be present by the Act) shall be a majority of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting

47. **Persons Entitled to Be at Meetings.** The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting; the Directors and the public accountant of CWSA; and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of CWSA to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or by resolution of the Members.
48. **Notice of Members Meetings.** Notice of the time and place of a meeting of Members shall be given to each Member by telephonic, electronic, or other communication facility to each Member, during a period of 21 to 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.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the CWSA to change the manner of giving notice to members entitled to vote at a meeting of members.

49. **Participation by Electronic Means at Members' Meetings.** If CWSA chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that CWSA has made available for that purpose.
50. **Members' Meeting Held Entirely by Electronic Means.** If the Directors or Members of CWSA call a meeting of members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
51. **Votes to Govern at Members' Meetings.** At any meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions.
52. **Absentee Voting and Proxies at Members' Meetings.** Members must attend a meeting to vote at that meeting. Absentee voting is not permitted, and proxies are not allowed at a meeting of the Members. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of CWSA to change this method of voting by members not in attendance at a meeting of members.

53. **Resolution in Writing.** A resolution in writing, signed by all Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of the members.
54. **Nominations and Elections.** One (1) Member or two (2) Directors may nominate individuals to the Board. Elections will normally be held upon the expiry of the term of office of the Directors (i.e. every four (4) years). Vacancies on the Board shall be filled pursuant to article 5.05 above.

Article XI: General Provisions

55. **Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by CWSA may be signed by any two (2) Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of CWSA to be a true copy thereof.
56. **Financial Year.** The financial year end of CWSA shall be March 31 in each year.
57. **Banking Arrangements.** The banking business of CWSA shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
58. **Borrowing Powers.** The Directors may, without authorization of the Members:
- a. borrow money on the credit of CWSA;
 - b. issue, reissue, sell, pledge or hypothecate debt obligations of CWSA;
 - c. give a guarantee on behalf of; and
 - d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of CWSA, owned or subsequently acquired, to secure any debt obligation of CWSA.
58. **Annual Financial Statements.** A copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act, or a summary thereof, will be provided to the Members at a meeting of the members.
59. **Method of Giving Any Notice.** Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of CWSA or to the public accountant 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 CWSA or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the CWSA in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);

- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 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 Part 17 of the Act.

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 CEO may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a Committee in accordance with any information believed by the CEO to be reliable. The declaration by the CEO 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 to any notice or other document to be given by CWSA may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 60. **Rules and Regulations.** The Board may prescribe such rules and regulations not inconsistent with the Articles and By-laws relating to the management and operation of CWSA as they deem appropriate, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the Member when they shall be confirmed by the voting members and failing such confirmation at such annual general meeting of the Members, shall cease to have any force and effect.
- 61. **Amendment of By-laws.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of CWSA. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. 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. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting. This section does not apply to a by-law that requires a special resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by Members.
- 62. **Interpretation.** In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.
- 63. **Invalidity of any Provisions of this By-law.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.
- 64. **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where CWSA 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.

ARTICLE XII - Effective Date

65. Subject to matters requiring a special resolution of the Members, this by-law shall be effective when made by the Board.

CERTIFIED to be By-law No. 1 of CWSA, as enacted by the Directors of CWSA by resolution on the 29th day of November 2013 and confirmed by the Members of CWSA by special resolution on the 30th day of November 2013.



Signature of Director/Officer

ERON MAIN

Print name of Director/Officer

Dated as of the 30th day of November 2013.