



# **Rope Skipping Canada**

## **Saut à la Corde Canada**

### **Bylaws of Rope Skipping Canada**

Approved at the 2016 Rope Skipping Canada Annual General Meeting held May 21, 2016 at Olds College, Olds, Alberta.

A bylaw relating generally to the conduct of the affairs of the Canadian Rope Skipping Federation (CRSF) operating as Rope Skipping Canada (RSC) BE IT ENACTED as a bylaw of the Corporation as follows:

#### **1. Definition**

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires: "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;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation; "board" means the board of directors of the Corporation and "director" means a member of the board;

"Bylaw" means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect; "meeting of members" includes an annual meeting of members or a special meeting of members;

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution; "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

#### **2. Interpretation**

In the interpretation of this bylaw, 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 bylaws.

### **3. Corporate Seal**

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

### **4. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its 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, bylaw or other document of the Corporation to be a true copy thereof.

### **5. Financial Year**

The financial year end of the Corporation shall be determined by the board of directors.

### **6. Banking Arrangements**

The banking business of the Corporation 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 of directors 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 of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### **7. Annual Financial Statements**

The Corporation shall make available to its members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents, along with a notice informing the members of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **8. Conditions of Membership**

8.1 Membership is open to any individual (athlete or other) who pays the prescribed fees and abides by the bylaws, rules and policies.

8.2 Membership fees shall be determined by the board of directors and approved by the general assembly at the annual general meeting.

8.3 Any member may withdraw from RSC by delivering to the general manager a written resignation, or by letting the annual membership lapse.

## **9. Suspension or Removal of Membership**

9.1 By a majority vote, the board of directors may suspend or remove a member if their actions or behaviours are deemed to be illegal, in violation of the bylaws or policies or have the potential to damage the goals or reputation of RSC.

9.2 In the event of any action to suspend or remove a membership, the affected member will be advised, and given opportunity to address the circumstances with the board of directors. All decisions in relation to suspension or removal of membership must be communicated to the affected member in writing.

## **10. Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

## **11. Membership Transferability**

A membership may only be transferred to the Corporation. 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 bylaws.

## **12. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to attend the meeting by telephonic, electronic or other communication facility, a minimum of twenty-one (21) 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 bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

### **13. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

### **14. Member Voting Rights**

14.1 A full membership carries full voting rights

14.2 An associate membership carries limited voting rights

14.3 A recreational membership carries limited voting rights

14.4 Limited voting rights are as defined by the Canadian Not for Profit Act and include dissolution of the organization and constitutional changes.

### **15. Absentee Voting at Members' Meetings**

Pursuant to Section 171(1) of the Act, a delegate entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirement:

15.1 a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.

### **16. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **17. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the delegates entitled to vote at such meeting so agree, outside Canada.

### **18. Persons Entitled to be Present at Members' Meetings**

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and bylaws are entitled to cast a vote at the meeting.

### **19. Chair of Members' Meetings**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

### **20. Quorum at Members' Meetings**

Quorum at any meeting of the members shall be 25 full members. Attendance may either be in presence or by electronic or telephonic means. If quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if quorum is not present throughout the meeting.

### **21. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **22. Participation by Electronic Means at Members' Meetings**

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

### **23. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

### **24. Number of Directors**

There will be one director for each member province to be elected by the members of that provincial association and up to four additional directors at large to be elected by the general membership.

24.1 Provincial or territorial associations will be responsible for the selection of their

director(s), and will notify the general manager within 21 days of the AGM.

## **25. Term of Office of Directors**

The directors shall be elected to hold office for a term of 2 years.

## **26. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

## **27. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this bylaw to every director of the Corporation not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

## **28. Regular Meetings of the Board of Directors**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

## **29. Votes to Govern at Meetings of the Board of Directors**

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.

## **30. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

### **31. Appointment of Officers**

The board may designate the offices of the Corporation, 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 the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these bylaws otherwise provide.

### **32. Description of Offices**

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

Chair of the Board – If appointed, the chair shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The chair of the board shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify. The Chair of the Board does not have to be a director.

Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board.

Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or chair of the board requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **33. Vacancy in Office**

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### **34. Invalidity of any Provisions of this Bylaw**

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

### **35. 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 the Corporation has provided notice in accordance with the bylaws 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.

### **36. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved with mediation or arbitration.

### **37. Bylaws and Effective Date**

The board of directors may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation. Any such bylaws, amendments or repeals are only effective when confirmed by members by means of a special resolution.