



BY-LAW NO.1

Biathlon Ontario

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Collingwood, Ontario L9Y 5K8

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By-law No. 1

A by-law relating generally to the conduct of the affairs of
Biathlon Ontario herein known as (the "**Corporation**")

SECTION 1 - GENERAL

DEFINITIONS

1. In this by-law and all other by-laws of the Corporation, 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 letter of patent, articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - c. "**board**" means the board of directors of the Corporation and "director" means a member of the board;
 - d. "**by-law**" means this by-law and any other by-law of the Corporation 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 the Corporation 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;

- 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;
- j. **"biathlon"** means the sport recognized by the IBU which combines rifle marksmanship and cross-country skiing or rifle marksmanship and other forms of movement and shooting;
- k. **"BiON"** means the Corporation of Biathlon Ontario;

INTERPRETATION

- 2. 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.
- 3. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws

STATEMENT OF PURPOSE

- 4. The purpose of Biathlon Ontario is to promote, develop and maintain all aspects of winter and summer biathlon in Ontario.

OBJECTS

- 5. To fulfill the purpose of Biathlon Ontario, the specific objectives of the Corporation are:
 - a. to function as the governing body of biathlon in Ontario;
 - b. to promote and co-ordinate competitive and non-competitive provincial development of biathlon, including the operation of a provincial team and a provincial competitive program and support the national team;
 - c. to provide guidance, information and assistance to the club members of the Corporation to further the achievement of these objects, the development of biathlon programs within the clubs;
 - d. to exercise exclusive jurisdiction over all matters pertaining to the participation of Ontario biathlon teams in national championships and other national or international competitions;
 - e. to promote and encourage physical fitness and public participation in athletic activities in general, and biathlon in particular; and
 - f. to keep accurate statistical records on all competitors in all sanctioned races in Ontario to develop a fair and accurate grading system for provincial and national team placement and funding.

DESIGNATION OF CORPORATION

6. As per *subsection 2(5.1)* of the Act, the Corporation is designated as a soliciting corporation if it receives income during a single financial year in excess of \$10,000 in the form of:
- a. donations or gifts or other property requested from any person who is not:
 - i. a member, director, officer or employee of the corporation at the time of the request,
 - ii. the spouse of a person referred to in subparagraph (i) or an individual who is cohabiting with that person in a conjugal relationship, having so cohabited for a period of at least one year, or
 - iii. a child, parent, brother, sister, grandparent, uncle, aunt, nephew or niece of a person referred to in subparagraph (i) or of the spouse or individual referred to in subparagraph (ii);
 - b. grants or similar financial assistance received from the federal government or a provincial or municipal government, or an agency of such a government; or
 - c. donations, gifts or property from a corporation or other entity that has, during the most recent financial year, received income in excess of \$10,000 in the form of donations, gifts or legacies referred to in paragraph (a) or grants or similar financial assistance referred to in paragraph (b)

CORPORATE SEAL

7. 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 Vice President of Administration of the Corporation shall be the custodian of the corporate seal.

EXECUTION OF DOCUMENTS

8. 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, by-law or other document of the Corporation to be a true copy thereof.

AFFILIATIONS

9. Subject to the approval of the Board, the Corporation may enter into affiliations with other corporations, associations or government bodies for mutual benefit. The terms of such affiliations will be decided upon by the Board and may include, without being limited to,

representation of such corporation, association or body, without voting privileges, at Board or General Meetings.

SECTION 2 – FINANCIAL

FINANCIAL YEAR END

10. The financial year end of the Corporation shall be March 31 in each year

BANKING ARRANGMENT

11. 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.

BORROWING POWERS

12. The directors of the Corporation with the authorization by ordinary resolution of the members, may:

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c. give a guarantee on behalf; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

ANNUAL FINANCIAL STATEMENTS

13. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in *subsection 172(1) (Annual Financial Statements)* of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in *subsection 172(1)* are posted for download on the Corporation's website and made available at the registered office of the Corporation where members may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

LEVEL OF FINANCIAL REVIEW

14. The level of financial review is dependant on the gross annual revenues of the Corporation as determined by the revenues calculated at the end of the current fiscal year.

- a. When gross annual revenues are \$50,000 or less

- i. Members must appoint a public accountant by ordinary resolution at each annual member's meeting, or choose to waive the appointment of a public accountant by a unanimous resolution.
 - ii. Public accountant is to conduct a review engagement. If desired, members may pass an ordinary resolution for the Public Accountant to conduct an audit review instead.
 1. In the event that the Public Accountant is waived by unanimous resolution, the Vice-President of Finance will be responsible to compile the financial statements.
- b. When gross annual revenues are more than \$ 50,000 and up to \$250,000
- i. Members must appoint a public accountant by ordinary resolution at each annual members' meeting;
 - ii. Public Accountant is to conduct an audit review, but members may pass a special resolution to conduct a review engagement instead.
- c. When gross annual revenues are more than \$250,000
- i. Members must appoint a public accountant by ordinary resolution at each annual members' meeting;
 - ii. Public Accountant is to conduct an audit review.

PUBLIC ACCOUNTANT

15. A public accountant must:
- a. be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province (e.g., chartered accountant, certified general accountant or certified management accountant);
 - b. meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the NFP Act⁴ (e.g., a provincial licence to conduct audits and/or review engagements); and
 - c. subject to an order of the court, be independent of the corporation, its affiliates or the directors or officers of the corporation or its affiliates.
16. If a public accountant is not appointed at a meeting of members, the incumbent public accountant, who was appointed at the first meeting of directors or at the previous meeting of members, continues in office until a successor is appointed.

LIQUIDATION

17. Pursuant to *Section 221 (Liquidation and Dissolution)* of the Act, any property remaining on liquidation of the Corporation is distributed to a "qualified donee", as defined in the *Income Tax Act*.

SECTION 3 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

MEMBERSHIP CONDITIONS

18. Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

a. Class A Members

- i. Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in the Corporation.
- ii. The term of membership of a Class A voting member shall be annually beginning on April 01 in each year, and subject to renewal in accordance with the policies of the Corporation.
- iii. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member, who is eighteen (18) years of age or older, shall be entitled to one (1) vote at such meetings.
- iv. Class A members categories
 1. Competitor Membership

Are applicants seeking membership with the intent to participate as a competitor in recognized IBU, Biathlon Canada, or Biathlon Ontario racing categories within the divisional boundary of Ontario as defined by Biathlon Canada. Furthermore, applicants must have a primary residence in Ontario.
 2. Supporting Membership

Are applicants seeking membership in a supportive or volunteering role within the divisional boundaries of Ontario as defined by Biathlon Canada.
 3. Recreational Membership

Are applicants seeking membership with the intent to participate only at a local club or group level with no intention of competing in recognized IBU,

Biathlon Canada, or Biathlon Ontario racing categories within the divisional boundary of Ontario as defined by Biathlon Canada.

4. Coach Membership

Are applicants seeking membership who are actively coaching individual or groups within the divisional boundary of Ontario as defined by Biathlon Canada. Applicants must be recognized with Biathlon, Cross-Country Skiing or Marksmanship coaching qualifications under the National Coaching Certification Program in order to be eligible to register under this category.

5. Official Membership

Are applicants seeking membership who are actively officiating within the divisional boundary of Ontario as defined by Biathlon Canada. Applicants must be registered as an official in good standing with Biathlon Canada in order to be eligible to register under this category.

b. Class B Members

- i. Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation.
- ii. The term of membership of a Class B non-voting member shall be annually beginning on April 01 in year, and subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation
- iv. Class B members categories

1. Club Membership

When two (2) or more persons of Class A members formulate a group, herein known as a “**club**”, within the divisional boundary of Ontario as defined by Biathlon Canada, the group may seek application in this membership category when the following conditions have been met. They are:

- a. The club is registered as a non-for-profit corporate entity as defined in this Act, the Ontario Corporations Act (R.S.O 1990, Chapter C.38), or the Ontario Not-for-Profit Corporation Act (S.O. 2011, Chapter 15), when it comes into effect.
- b. At a minimum, the club consist of one (1) Class A member registered as a coach as defined in *clause 18(a)(iv)(4)*. The designated coach member

must be recognized as a certified Biathlon or Cross-Country skiing Community Gold Level Coach or higher under the National Coaching Certification Program.

- c. The club has the ability to offer its group members, at a minimum, the Biathlon Bears Air Rifle program as developed by Biathlon Canada.
- d. The club has the ability to provide coaching support to its Class A or Class B registered competitive members.

2. Day Membership

Are applicants seeking membership for a limited period of time in order to participate in a single event within the divisional boundary of Ontario as defined by Biathlon Canada. A person may not register in this category more than twice per membership term.

3. Cadet Membership

Are applicants seeking membership who are currently registered member the Canadian Cadet Organization (CCO), including but not limited to CIC Officers, Civilian Instructors, and cadets, and who are actively participating in a local cadet unit's biathlon program. Person(s) registered in this membership category may participate in all BiON sanctioned activities provided they have received authorization to do so from their respective Regional Cadet Support Unit.

- c. Pursuant to *subsection 197(1)* (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs *197(1)(e), (h), (l)* or *(m)*.

NOTICE OF MEMBERS' MEETING

19. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 45 days before the day on which the meeting is to be held.

20. 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 Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

MEMBERS CALLING A MEMBERS' MEETING

21. 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

ABSENTEE VOTING AT MEMBERS' MEETING

22. By Electronic Ballot: Pursuant to *Section 171(1) (Absentee Voting)* of the Act, when the members' meeting is conducted by electronic means, a member is entitled to vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

23. By Proxy: Pursuant to *Section 171(1)* of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are required to be members of the Corporation, 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 requirements:

- a. 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;
- b. a member may revoke a proxy by depositing an instrument or act in writing executed or:
 - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

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- d. if a form of proxy is created by a person other than the member, the form of proxy shall:
- i. indicate, in bold-face type,
 1. the meeting at which it is to be used,
 2. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 3. instructions on the manner in which the member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

24. Pursuant to *Section 197(1)* of the Act, a special resolution of the members (and if *Section 199* applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 4 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

MEMBERSHIP DUES

25. Members shall be notified via electronic means of the membership dues are payable by them once the electronic payment portal managed by Biathlon Canada is deemed open. If any dues are not paid within one (1) calendar month from the date of the electronic notification date, the members in default shall automatically cease to be members of the Corporation.

TERMINATION OF MEMBERSHIP

26. A membership in the Corporation is terminated when:
- a. the member dies, or, in the case of a member that is a corporation, the 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. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
 - d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
 - e. the member's term of membership expires; or
 - f. the Corporation is liquidated or dissolved under the Act

EFFECT OF TERMINATION OF MEMBERSHIP

27. 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.

DISCIPLINE OF MEMBERS

28. The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

29. In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. 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.

SECTION 5 – MEETINGS OF MEMBERS

PLACE OF MEMBERS' MEETING

30. 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 members entitled to vote at such meeting so agree, outside Canada.

31. The annual members' meeting is to be held on the final full weekend of May of the calendar year.

PERSONS ENTITLED TO BE PRESENT

32. . 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 the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

CHAIR OF MEMBERS' MEETING

33. In the event that the President or the Vice President of Administration of the board are absent, another Director chosen by the members who are present and entitled to vote at the meeting shall chair the meeting. If no other Director is present, then members may choose one of their numbers to chair the meeting.

QUORUM AT MEMBERS' MEETINGS

34. 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 10% of the members entitled to vote at the meeting. 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.

VOTES TO GOVERN

35. 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. 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.

PARTICIPATION BY ELECTRONIC MEANS

36. If the Corporation 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 the Corporation has made available for that purpose.

SECTION 6 – DIRECTORS

NUMBER OF DIRECTORS

37. The board shall consist of a minimum of the three (3) Directors, with at least two (2) not being officers or employees of the Corporation. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

TERM OF OFFICE

38. At the first election of Directors following the approval of this by-law, the following directors are to be elected for a two-year term and appointed the following corporate offices:

- a. the President,
 - b. the Vice-President of Corporate Services
 - c. One Director-at-large
39. At the first election of Directors following the approval of this by-law, the following directors are to be elected for a one-year term and appointed to the following corporate offices:
- a. the Vice-President of Administration;
 - b. the Vice President of Finance;
 - c. the Vice-President of Technical; and
 - d. One Director-at-large
40. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected and appointed to the corporate office for a two-year (2) terms on a yearly rotation to be as follows:
- a. *In even-numbered years:*
 - i. the President,
 - ii. the Vice-President of Corporate Services
 - iii. One Director-at-large
 - b. *In odd-numbered years:*
 - i. the Vice-President of Administration;
 - ii. the Vice President of Finance;
 - iii. the Vice-President of Technical; and
 - iv. One Director-at-large
41. A director shall be at least eighteen (18) years of age. A director may not be an undischarged bankrupt or a mentally incompetent person.
42. a Director shall not serve more than two (2) consecutive terms on board of Directors.
43. The position of any Director shall be automatically vacated:
- a. if the Director resigns his office by delivering a written resignation to the Secretary or President of Biathlon Ontario;
 - b. if, at a meeting of the Board, the Board, by a three-quarters majority vote of a quorum thereof, approves the removal from office of such Director or Officer; or
 - c. on the death of such Director or Officer.
44. Provided that if any vacancy shall occur for any reason contained herein, the board of directors may appoint additional directors to fill the vacancy for a term expiring not later than the

close of the next annual meeting of members but the total number of directors appointed may not exceed 1/3 of the number of directors elected at the previous annual meeting. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members

45. A Director who is not appointed as officer of the Corporation, may be called upon from time to time to chair a committee or perform other duties as assigned to him by the Board

SECTION 7 – MEETINGS OF DIRECTORS

CALLING MEETING

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

NOTICE OF MEETING

47. 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 by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

48. 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 by-law 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.

REGULAR MEETINGS

49. 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.

VOTES TO GOVERN

50. 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.

COMMITTEES

51. 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.

SECTION 8 – OFFICERS

APPOINTMENT OF OFFICERS

52. 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 by-laws otherwise provide. Two or more offices may be held by the same person.

DESCRIPTION OF OFFICES

53. 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:

54. President

The President shall be:

- a. Charged with the general supervision of the administration, the management and control of Biathlon Ontario.
- b. Responsible for the calling of all members' meeting, and of the Board thereof, and shall preside at all such meetings.

- c. The Chairman of the Board, and an ex officio member of all committees and sub-committees.
- d. Empowered to invite such members of Biathlon Ontario, or other persons, as he deems advisable to any meeting of the Corporation, and he shall ensure that all orders and resolutions duly passed at the meetings of Biathlon Ontario are carried into effect.

55. Vice-President of Administration

The Vice-President of Administration shall:

- a. Oversee and coordinate the administrative functions of Biathlon Ontario and report on the same as required at meetings of the Executive;
- b. Be responsible for the maintenance and safekeeping of the records and archives of Biathlon Ontario. This shall include oversight of the Secretary;
- c. Maintain a current manual on Biathlon Ontario's policies and procedures, shall advise the President on matters of protocol and procedure, and shall perform such other duties as may be prescribed by the Board or the President;
- d. Shall bring to the Board the reports of the Chairmen of any Committees as may be assigned to him, such as the Policy Review Committee;
- e. Be the Vice-chairperson of the Board and shall assume the duties and exercise the powers of the President in the absence from meetings or incapacity of the President;
- f. the maintenance of Membership registry; and
- g. Perform such other duties as shall from time to time be assigned to him by the Board.

56. Vice-President of Finance

The Vice President of Finance shall:

- a. oversee and coordinate the financial functions of Biathlon Ontario, including those of the Treasurer if no member has been appointed;
- b. Bring to the Board the reports of the Chairmen of any Committees as may be assigned to him, such as the Funding Programs and Sponsorship Committees;
- c. Be responsible for the overall financial planning of Biathlon Ontario, and shall monitor receipts and expenditures to ensure that Biathlon Ontario remains in a viable

- financial position at all times. This shall include the oversight of the Treasurer;
- d. Render to the President and Board at meetings thereof, or whenever they may require it an account of all financial transactions and the financial position of Biathlon Ontario;
 - e. Perform such other duties as may from time to time be assigned to him by the Board.
57. Vice-President of Technical
The Vice-President of Technical shall:
- a. Oversee and coordinate the technical functions of Biathlon Ontario and report on same as required at meetings of the Board;
 - b. Bring to the Board the reports of the Chairmen of any committees as may be assigned to him, such as the Athlete Development and Selection Committees;
 - c. Be primarily responsible for the development of Athletes and Coaches within Biathlon Ontario; and
 - d. Perform such other duties as shall from time to time be assigned to him by the Board.
58. Vice-President of Corporate Services
The Vice President of Corporate Services:
- a. Be responsible for the Public and Media Relations, Promotion and Marketing, and Membership Communications;
 - b. Be responsible for the oversight of the webmaster function to ensure that the Biathlon Ontario website presents a professional appearance and that the content is informative and of a timely nature;
 - c. Liaise with the Club members, through their selected representative, to ensure that their opinions are heard and that the needs and concerns are met by the Board;
 - d. To bring to the Board the reports of the Athlete Representative, Cadet Liaison, and of the Chairmen of any committees as may be assigned to him;
 - e. Perform such other duties as may from time to time be assigned to him by the Board.
59. Secretary
If appointed the secretary shall:

- a. attend and be the secretary of all meetings of the board, members and committees of the board.
- b. enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings;
- c. give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees;

60. Treasurer

If appointed, the treasurer shall:

- a. keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and,
- b. under the direction of the board of directors, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation.
- c. Prepare reports of the financial position of the Corporation to the board of directors at each meeting of the board of directors, or whenever otherwise required by the board of directors.

61. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for 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.

VACANCY IN OFFICE

62. In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

63. 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.

SECTION 9 – NOTICES

METHOD OF GIVING NOTICES

64. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, 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 the board 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 the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- 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.

65. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

SECTION 10 – DISPUTE RESOLUTION

MEDIATION AND ARBITRATION

66. Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

DISPUTE RESOLUTION MECHANISM

67. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

68. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 11 – BY-LAWS AND EFFECTIVE DATE

AMENDMENTS

69. Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. 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.

70. 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.

EFFECTIVE DATE

71. Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the **14** day of **April, 2014** and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 2014.

Dated as of the ____ day of _____, 2014.

Mike Scholte
President