

BY-LAW NO. 1

Amendments passed at September 16, 2020 Special Meeting of Members

ARTICLE 1 GENERAL

1.1 These Bylaws relate to the general conduct of the affairs of the Canadian Paralympic Committee / Comité paralympique canadien, (the "Corporation").

1.2 Unless the context requires otherwise, the following terms will have these meanings in these Bylaws:

- a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including its Regulations, 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 the Corporation;
- c) "Auditor" means a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the annual meeting to audit the books, accounts, and records of the Corporation for a report to the members at the next annual meeting;
- d) "Board" means the board of directors of the Corporation;
- e) "Board Resolution" means a resolution passed at a meeting of the Board by a majority of votes of directors cast on that resolution;
- f) "Bylaw" means these by-laws and any other by-law of the Corporation as amended and that is in force and effect;
- g) "Days" means total days irrespective of weekends and holidays;
- h) "Director" means a director of the Corporation;
- i) "Meeting of Members" includes an annual meeting of members or a special meeting of members;
- j) "Ordinary Resolution" means a resolution passed by a majority of votes cast on that resolution;
- k) "person" includes any individual or corporation;

- l) "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- m) "Regulations" means the regulations made under the Act, as amended, restated or in effect; and
- n) "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.3 These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

ARTICLE 2 MEMBERSHIP

2.1 Membership in the Corporation will be restricted to one class of members called Paralympic Sport members, admitted by ordinary resolution of the members.

2.2 Persons eligible to be admitted as Paralympic Sport members will be:

- a) National Organizations for Athletes with Disabilities representing one or more sports on any published sport competition schedule for Paralympic Games or Parapan American Games that have not yet taken place (the "Paralympic or Parapan American Sport Program"); or
- b) National Sport Organizations representing one or more sports on the Paralympic or Parapan American Sport Program, provided that such organization is properly constituted in Canada and is the recognized representative of that sport in Canada

2.3 Only one Paralympic Sport member will be admitted as a member in the Corporation for each sport on the Paralympic or Parapan American Sport Program.

2.4 Each Paralympic Sport Member is entitled to receive notice of, attend and vote at all Meetings of Members and each Paralympic Sport member will be entitled to one vote at such meetings, to be exercised by a designated representative of the member's choosing.

2.5 The annual membership dues payable by members will be fixed by the Board. Members will be notified in writing that membership dues will be payable in full to the registered office of the Corporation, or as otherwise indicated by the Board, on or before such a date as may be determined by Board Resolution (the "Membership Renewal Date").

2.6 Members may resign as members of the Corporation by delivering a written resignation to the registered office and delivering a copy of the same to the President of

the Corporation. Members that have withdrawn will remain liable for payment of any assessment, dues or any other sums levied by the Corporation prior to the delivery of the resignation.

2.7 The Board may suspend a member by a vote of not less than three-quarters of the votes cast at a meeting of the Board in the following circumstances:

- a) a failure by the member to comply with the Articles or Bylaws of the Corporation, including a failure to pay required membership dues in full within 90 days of the Membership Renewal Date; or
- b) the member takes steps to wind-up, liquidate, dissolve or otherwise terminate its existence.

2.8 For any other reason, the members may suspend a member only by Special Resolution, for such length of time as the members decide, provided that the suspended member was provided at least 30 days' written notice of the proposed reason for suspension, and given an opportunity to address the members before the members voted on the suspension at a Meeting of the Members.

2.9 At the next annual meeting of the Corporation, any suspension of members by the directors will be on the agenda and the suspended member(s) will be granted an opportunity to be heard. The members at the meeting will be entitled to determine the length of suspension, or otherwise deal with the suspension, or may expel the suspended member. A member may only be expelled by a Special Resolution of the members.

2.10 A person will immediately cease to be a member of the Corporation upon:

- a) the date which is the later of the date of delivering its resignation or the effective date of the resignation stated in the resignation;
- b) the date it no longer meets the definition of membership set out in Article 2.2 as determined by Board Resolution;
- c) dissolution, bankruptcy or receivership;
- d) the expiration of the term currently determined stipulating the length of time for which it is to be a member, if any; or
- e) being expelled.

ARTICLE 3 BOARD OF DIRECTORS

3.1 The management or supervision of the management of the activities and affairs of the Corporation will be carried out by a Board of not less than seven and not more than 14 Directors, as determined by Board Resolution. The Board will be comprised of:

- a) One individual elected by the members as President;
- b) One individual elected by the members as Vice-President;
- c) One individual elected by the members as Athlete Director;
- d) One individual elected by the members as Coach Director;
- e) Not less than three additional Directors elected by the Members.

3.2 Any person who is 18 years of age or older, who has the power under law to contract, who is resident of Canada, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who satisfies the requirements of the *Income Tax Act* in relation to the eligibility to serve as a director of a registered Canadian amateur athletic association may be nominated for election as a Director.

3.3 Nominations for election will occur as follows:

- a) Nominees for President, Vice-President and additional Directors will be nominated by a Member or Director;
- b) The nominee for Athlete Director will be nominated by the Athletes' Council;
- c) The nominee for Coach Director will be nominated by the Coaches' Council;
- d) All nominees will indicate their consent to the nomination in writing in the form determined by the directors by Board Resolution;
- e) Nominations will be received at the registered office of the Corporation at least 45 days prior to the annual meeting;
- f) Nominations will be circulated to the Members at least 21 days prior to the annual meeting, and elections will take place at the annual meeting;
- g) The Members may appoint up to two individuals to serve as scrutineers for the elections;

- h) The Board may establish a nominating committee to facilitate the process of soliciting nominations.

3.4 The President, Vice-President and additional Directors will serve terms of four years, commencing in the year following the Paralympic Summer Games. The Athlete Director and Coach Director will serve terms of two years, with elections occurring in odd-numbered years.

3.5 No Director will serve more than three consecutive terms, except as follows:

- a) should a Director be elected to the position of President, that person may serve up to three consecutive terms as President, irrespective of the number of terms served first as a Director; and
- b) should a Director be elected to the position of Vice-President, that person may serve up to three consecutive terms as Vice-President, irrespective of the number of terms served first as a Director; and
- c) should a Coach Director or Athlete Director be elected to the position of President, Vice-President, Director-at-Large or additional Director, that person may serve up to three consecutive terms in such position, irrespective of the number of terms served first as a Coach Director or Athlete Director.
- d) for the purpose of calculating consecutive terms, the term commencing April 8, 2017 will be deemed the first term under this provision.

3.6 A person will remain a Director, until:

- a) that person resigns as a Director by delivering a written resignation to the President of the Corporation;
- b) that person no longer satisfies the qualifications of a Director set out in Article 3.2;
- c) that person is removed as a Director by an Ordinary Resolution of the members at a Meeting of Members, provided that the Director has been given notice of and an opportunity to be heard at such a meeting; or
- d) that person's term expires.

If any Director ceases being a Director and holds a position as an officer, the Director will automatically and simultaneously be considered to have resigned or been removed from the position as an officer.

3.7 Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term. Subject to s. 128(8) of the Act, the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual Meeting of Members.

3.8 Any Canadian who has been elected to the Governing Board of the International Paralympic Committee who is not otherwise a Director of the Corporation will be entitled to attend all meetings of the Board and of the Members of the Corporation. For further clarity, this individual is neither a Director nor a Member of the Corporation and will not be entitled to vote as a Director or as a Member.

3.9 Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions subject to s. 138 of the Act.

ARTICLE 4 OFFICERS

4.1 The officers of the Corporation are the President, Vice-President, Treasurer and Chief Executive Officer. The President and Vice-President are Directors elected to their offices by the members, while the Treasurer is a Director who is appointed to the office by Board Resolution. The Chief Executive Officer is as an employee engaged under contract by the Board.

4.2 The *President* will be responsible for the general supervision of the affairs of the Corporation, will preside at meetings of Members and at meetings of the Board, will be responsible for the operation of the Board, will be the official spokesperson of the Corporation.

4.3 The *Vice-President* will act for the President when the President is absent or unable to act, and will perform such other duties as may be established by the Board.

4.4 The *Treasurer* will see that proper accounting records as required by the Act are kept, will cause to be deposited all monies received by the Corporation into the Corporation's bank account, when requested will provide the Board with an account of financial transactions and the financial position of the Corporation, will chair the Finance and Audit Committee, monitor expenses of the CEO, and will perform such other duties as may be established by the Board.

4.5 The *Chief Executive Officer* (the "CEO") will be responsible for the management and supervision of the operations of the Corporation. The CEO will also perform the duties of Secretary and thus will have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. The CEO will give, or cause to be given, notices of all meetings of the members and of the Board, will certify all documents of the Corporation which require certification, and will perform such other duties as may be established by the Board.

ARTICLE 5 COMMITTEES, COUNCILS AND TASK FORCES

5.1 The Board may establish, change and dissolve committees councils and task forces on such terms and conditions as the Board deems appropriate, including establishing duties, length of terms, quorum for meetings and the timing and manner of holding meetings. The Board may remove any member of any committee.

5.2 The President will be an ex-officio and non-voting member of all committees, councils and task forces of the Corporation.

5.3 Pursuant to Article 3.9 and as required by the Act, the Board may delegate some or all of its power to a committee if that committee has a quorum comprised entirely of directors. Individuals that are not directors may be invited to join any committee, council or task force in an advisory capacity but may not vote on any matter that relates to a power of the Board that has been delegated to such committee, council or task force.

ARTICLE 6 MEETINGS OF THE BOARD

6.1 Each Director will be entitled to one vote at meetings of the Board. Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of the Board, every question will be determined by Board Resolution. The declaration of the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes will be *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.2 The President or a majority of Directors then in office may call a meeting of the Board. The Board will hold a minimum of four meetings per year.

6.3 Notice of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors who are absent consent to the meeting being held in their absence.

6.4 At any meeting of the Board, quorum will be a majority of Directors holding office. The President will not vote except in the event of a tie.

6.5 A meeting of the Board may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

ARTICLE 7 MEETINGS OF THE MEMBERS

7.1 Meetings of the Members will be either an annual meeting or a special meeting. Meeting of Members will be held at the registered office of the Corporation or at any place in Canada and on such date as the Board may determine.

7.2 The only persons entitled to be present at a Meeting of Members will be those entitled to vote at the meeting, the Directors, any individual or individuals described in Article 3.8, and the Auditor. Any other person may be admitted upon the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

7.3 The annual meeting will be held within 15 months of the previous annual meeting but not later than six months after the end of the Corporation's preceding financial year.

7.4 The Board or the President will have power to call, at any time, a special meeting of the members. In addition, the Board will call a special meeting of the members on the written requisition of members holding not less than five percent of the total members' votes. The Board will convene such a requisitioned special meeting in accordance with the Act. The agenda of the special meeting will be limited to the subject matter for which the meeting was duly called

7.5 Quorum for a Meeting of Members will be a majority of members. If quorum is met at the start of the meeting, but thereafter members depart the meeting such that quorum is lost, the meeting is nonetheless a valid meeting and may continue

7.6 Notice of any Meeting of Members will contain a proposed agenda and a program of events that will take place during the meeting and will contain sufficient information to permit the members to make reasoned decisions.

7.7 A Meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

7.8 Any member entitled to vote at a Meeting of Members may have its designated representative participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

7.9 Notice of a Meeting of Members will include the time and place of a meeting, the proposed agenda, reasonable information to permit members to make informed decisions, and will be given to each Member by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held.

7.10 Members may vote by proxy if the proxy is in writing, it is received by the Corporation prior to the meeting, it clearly states the date of the meeting for which it is intended, it clearly states to whom the proxy is given, and it otherwise complies with the requirements of the Act

7.11 Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution of the members will decide each issue at a Meeting of Members. In the case of a tie, the vote is defeated.

7.12 Voting by members at a Meeting of Members will be by voice vote, unless the members approve a secret ballot by Ordinary Resolution.

7.13 In the event that the President and the Vice-President are absent 15 minutes after the scheduled start of a Meeting of the Members, the members who are present and entitled to vote at the meeting will choose a director to chair the meeting, and if no director is present the members will choose an authorized representative of a member to chair the meeting.

ARTICLE 8 INDEMNITY

8.1 The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and officer, his or her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or officer.

8.2 The Corporation will not indemnify a Director or officer or any other person for acts of fraud, dishonesty, or bad faith.

ARTICLE 9 BANKING

9.1 The banking business of the Corporation will 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 by Board Resolution. The banking business or any part of it will be transacted by an officer or officers of the Corporation and/or other persons as the Board may designate, direct or authorize.

9.2 The Corporation will send to the Members a copy of the annual financial statements at least 21 days before the annual meeting.

ARTICLE 10 AMENDMENT OF BYLAWS

10.1 Except for the items set out in Article 11, these Bylaws may be amended or repealed by Board Resolution. The Directors will submit the Bylaw amendment or repeal to the members at the next Meeting of Members, and the members may, by Ordinary Resolution, confirm, reject or amend the Bylaw amendment or repeal. The Bylaw amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw amendment is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed. The Bylaw amendment or repeal ceases to have effect if it is not submitted to the members as described, or if it is rejected by the members.

ARTICLE 11 FUNDAMENTAL CHANGES

11.1 In accordance with the Act, a Special Resolution of the members is required to make the following fundamental changes to the Articles or Bylaws of the Corporation:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of members;
- e) Change a condition required for being a member;
- f) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Increase or decrease the number of, or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;

- l) Change the manner of giving notice to members entitled to vote at a meeting of members;
- m) Change the method of voting by members not in attendance at a Meeting of Members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

ARTICLE 12 CONFLICT OF INTEREST

12.1 In accordance with the Act, a Director or officer who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and any applicable policies of the Corporation and will disclose fully and promptly the nature and extent of such interest to the Board, committee, council, or task force as the case may be and comply with the requirements of the Act regarding conflict of interest, including s. 141.

ARTICLE 13 NOTICE

13.1 In these Bylaws, written notice will mean notice which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be.

13.2 Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or 5 days after the date that notice is mailed.

13.3 The accidental omission to give any notice to any member, Director, officer, member of a committee or the Auditor, 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 will not invalidate any action taken at any meeting to which the notice pertained.

ARTICLE 14 ADOPTION OF THESE BYLAWS

14.1 These Bylaws were ratified by a Special Resolution of the Members of the Corporation at a Meeting of Members duly called and held on November 15, 2019.

14.2 In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.