

**CONSTITUTION
&
BY-LAWS**

of the

CANADIAN AIKIDO FEDERATION

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CANADIAN AIKIDO FEDERATION - CONSTITUTION

The Federation is to undertake the name "Canadian Aikido Federation" and/or "Fédération Canadienne d'Aïkido", hereinafter referred to as the "Federation" was incorporated by Letters of Patent the 25th day of April, 1997 ;

1. OBJECTIVES

The objectives of the Federation are:

- (a) to promote the principles and teaching of Aikido and to work towards the advancement of Aikido throughout Canada in conjunction with all other groups and countries;
- (b) to establish and maintain excellence in the practice of Aikido;
- (c) to establish polices and procedures for the administration of the Federation affairs in Canada;
- (d) to acquire and to hold and otherwise dispose of all lands, buildings and appliances necessary for the operation and maintenance of Aikido.

2. AFFILIATION

The Federation shall be a member of the Aikikai Foundation, Aikido World Headquarters in Tokyo, Japan; and shall be the sole Canadian representative to this body and all other bodies affiliated with and recognized by the Aikikai Foundation.

3. GENERAL AFFAIRS of the FEDERATION

3.01 Head Office

(a) The Head Office of the Federation shall be in Saskatoon, Saskatchewan, or in any other place in Canada as the Board of Directors may determine from time to time, at the place therein where the business of the Federation maybe, from time to time, carried on.

(b) The Federation may establish other offices and agencies elsewhere in Canada.

3.02 Corporate Seal

(a) The seal of the Federation shall be impressed in the margin of this clause.

(b) The seal shall remain in the custody of the Secretary of the Federation and shall be lodged in the Federation's head office.

3.03 Rules of Order

The rules contained in "Robert's Rules of Order" shall be used to conduct all meetings of the Federation in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

3.04 Language

As and when required by circumstances, provision shall be made for the conduct of the Federation's business in the official languages of Canada.

3.05 Interpretation

In all articles herein, the singular shall include the plural and the plural shall include the singular; the word "person" shall include firms and corporations; the words "Provincial Aikido Association" shall include "Territory Aikido Association", and the masculine shall include the feminine and neutral gender.

4. MEMBERSHIP

4.01 Membership Classes

There shall be five (5) classes of membership in the Federation, namely: Regular Member, Associate Member, Honourary Member, Life Member and Voting Member.

(a) Regular Member:

Any person being a Canadian citizen or landed immigrant residing in Canada and holding a Dan (Black Belt) Degree in Aikido granted by the Aikikai Foundation, shall upon payment of the annual membership dues become eligible for Regular Membership and upon acceptance of the application for membership by the Directors and on recommendation shall continue to be a Regular Member until he resigns or ceases to be a Regular Member in accordance with the provisions of these By-laws.

(b) Associate Member:

Any person not having yet having qualified as a Regular Member, and upon acceptance of the application for Associate Membership by the Federation and on recommendation shall become an Associate Member until he resigns or ceases to be an Associate Member in accordance with the provisions of these By-laws or until he qualifies for Regular Membership.

(c) Life Member:

Any person that the Board of Directors may appoint in accordance with its guidelines adopted from time to time, and on recommendation shall be entitled to be a Life Member of the Federation. A Life Member shall be entitled to all the rights and privileges of a Regular Member save that he shall not be required to pay any membership fees.

(d) Honourary Member:

Any person that the Board of Directors may appoint from time to time, shall be entitled to be an Honourary Member of the Federation and as such shall be entitled to all the rights and privileges of a Regular Member, save that he shall not be entitled to vote at, nor shall he be entitled to notice of meetings of the Federation, nor shall he be required to pay any membership fees.

(e) Voting Members:

Any Provincial Aikido Association, that is accredited by the Board of Directors in accordance with its guidelines adopted from time to time, as representing exclusively the Regular and

Associate Members in its respective province or territory shall be a Voting Member and shall continue to be a Voting Member until such member resigns or ceases to be a Voting Member in accordance with the provisions of these By-laws. The Provincial Aikido Association shall be the only class of member entitled to vote at a meeting of the Federation and/or to notice of a meeting of the members.

4.02 Dues

The Board of Directors may from time to time establish annual dues or fees and any other fees in such amounts as it shall deem advisable and may, for such purposes, establish different classes with different fees with respect to each class; provided however, that any change shall be brought before the next meeting of members and notice of such change shall be given. Any action of the Board of Directors as foreshaid, unless rescinded at such meeting of members shall continue and be valid, but the members may at such meeting vary the action of the Board of Directors as determined by a majority of the Voting Members present.

Annual dues and fees shall be due and payable to the Federation on the 31st day of January for that particular calendar year. Any member who has failed to pay his dues or fees to the Federation shall not be entitled to the rights and privileges of membership until arrears and fees are paid unless the Board of Directors shall otherwise direct. The period of inactivity of members wherein arrears in fees may have accumulated, shall be declared non-accumulative time in the record of such member and the time shall not accrue to promotion or other retroactive benefits.

4.03 Resignation of Members

Members may withdraw from the Federation at any time by submitting a written resignation. In the case of resignation, the member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Federation prior to acceptance of his resignation.

4.04 Discipline, Suspension and Expulsion of Individual Members

Regular Members, Life Members, Honourary Members and Associate Members may be subject to discipline, suspension or expulsion by the Federation on the initiative of the Federation after providing an opportunity for a hearing and appeal according to these By-laws on any of the following grounds:

- (a) non-payment of required membership dues or other fees;
- (b) any contravention of these By-laws or any rules made hereunder;
- (c) conduct contrary to the standards of good behaviour and the ethics of Aikido;

4.05 Discipline, Suspension and Expulsion of Voting Members

Voting Members may be subject to discipline, suspension or expulsion by resolution passed by a majority in number of such members representing at least two-thirds (2/3) of the votes, calculated in accordance with these By-laws, cast at an Annual or Special General Meeting of members of which notice specifying the intention to pass such a resolution has been given on any of the following grounds:

- (a) non-payment of membership dues or other fees;
- (b) any contravention of these By-laws or any rules made hereunder;
- (c) conduct contrary to the standards of good behaviour and the ethics of Aikido;
- (d) the organization, promotion or use of Aikido for other than self defence, demonstration or teaching purposes;

4.06 Hearings

Any member who is alleged to have contravened any provision of these By-laws shall be given notice in writing setting out the particulars of the alleged contravention with the right of a hearing in front of a board constituted by the Federation in accordance with such policies as established by the Federation from time to time. Such member may attend by written submission or personally with or without counsel to defend his actions. The decision of the hearing board shall be delivered in writing. Such member has the right to appeal the decision of the hearing board in accordance with such appeal policies as established by the Federation from time to time.

4.07 Appeals

Appeals of decisions of the Federation shall be conducted in accordance with the appeal policies as established by the Federation from time to time and the appellant shall be bound to follow the procedures of such appeal policies as set out therein.

4.08 Reinstatement

A member ceasing to be a member shall forfeit all rights and privileges of a member and shall only be eligible for reinstatement as a member upon the terms set out in these By-laws. A member ceasing to be a member shall remain liable for payment of any assessment or sum levied or which became payable by him to the Federation prior to his ceasing to be a member.

5. MEETING of MEMBERS

5.01 Annual General Meeting

The annual meeting of the members, designated "Annual General Meeting", shall be held in each year at such date, time and place within Canada as the Board of Directors shall by resolution determine, provided that such meeting be held within eight (8) months of the fiscal year end. The business to be transacted at the Annual General Meeting shall consist of but not limited to:

- (a) the report of the President on the affairs of the Federation for the previous year;
- (b) the financial statements of the Federation, the auditor's report and appointment of the auditor;
- (c) the report of the chairperson of all committees and such other information or reports relating to the Federation's affairs as the Board of Directors may determine;
- (d) the election of Directors of the Federation.

5.02 Special General Meeting

Other meetings of members, designated "Special General Meeting", may be called by the Board of Directors, or shall be convened from time to time by the President on written requisition, signed by not less than five (5) Voting Members who shall specify the purpose of the meeting. Any such Special General Meeting shall be held at such date, time and place within Canada as the Board of Directors shall determine.

Business conducted at a Special General Meeting shall be limited to those items for which the meeting was called. Meetings shall be convened within six (6) months of receipt of a requisition from the Voting Members noted herein.

5.03 Notice of Meetings

A written notice stating the date, time and place of the meeting and including sufficient information to allow each Voting Member to make a reasoned judgement on the business to be transacted, shall be served by sending such notice to each Voting Member at least thirty (30) days before the date of every meeting directed to such address of each such Voting Member as appears on the books of the Federation, or if no address is given therein, then to the last address of each such Voting Member known to the Federation; provided always that a meeting of members may be held for any purpose, on any date, time and place within Canada without notice if all the Voting Members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Voting Member of the Federation. Notice of each meeting of members must remind the member of the right to vote by proxy.

5.04 Omission of Notice

The accidental omission to give notice of any meeting to any member or members or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceeding taken at any meeting.

5.05 Attendance

All Regular Members, Associate members, Life Members and Honourary Members of the Federation are entitled to attend a meeting of the members although not entitled to vote. Any other persons may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

5.06 Quorum

Five (5) Voting Members present by their authorized delegate shall be a quorum of any meeting of the members. No business shall be transacted at any meeting unless the "requisite quorum" be present at the commencement of the business.

5.07 Voting

At each meeting of members, every Voting Member shall be entitled to vote and on any such vote, shall be entitled to one hundred (100) votes plus one (1) vote for each paid up Regular and one vote (1) for each paid up Associate Member of the Federation and one (1) vote for each Life Member of the Federation in his respective Provincial Aikido Association. Each Provincial Aikido Association accredited by the Board of Directors as a Voting Member shall designate one (1) named person who must be a Regular Member to vote. The maximum number of votes per voting member shall not exceed three hundred and fifty (350) votes.

No Voting Member, in calculating the number of its paid up members, shall include in that number a Regular Member and/or Associate member whose membership dues and fees have not been received by the Federation by the 31st day of January immediately prior to the last fiscal year end of the Federation.

5.08 Proxy

Every Voting Member entitled to vote at meetings of the members may, by means of a proxy, appoint one proxy holder to attend and act at the meeting in a manner and with the authority conferred by the proxy. A proxy shall be executed by the Voting Member or by its attorney authorized in writing. A proxy is valid only at the meeting in respect of which it is given or any adjournment thereof. A Voting Member may revoke a proxy at its pleasure.

5.09 Scrutineers

At each meeting of members, one or more scrutineers may be appointed by a resolution of the meeting or by the Chairperson with the consent of the meeting to serve at the meeting. Such scrutineers need not be members of the Federation.

5.10 Secret Ballot

At the request of any three (3) of the Voting Members present a vote by secret ballot shall be taken provided the request is made prior to the Chairperson calling the question.

A vote by secret ballot shall not be permitted on a procedural motion with one exception: if the initial question was resolved by a secret ballot, a secret ballot will be permitted on a motion of reconsideration.

When a standing vote or a vote by secret ballot has been ordered, no adjournment or recess shall take place and no one, except with permission of the Chairperson, shall be permitted to enter or leave the floor until the results of the vote have been announced. The Chairperson shall be required to initiate procedures to ensure privacy of voting and shall cause to have the number of members voting in the affirmative and the negative recorded.

5.11 Polls

At any meeting of members, every question shall be decided by a show of hands unless a secret ballot has been ordered or a poll thereon be required by the Chairperson or be demanded. After a show of hands has been taken on any question, the Chairperson may require, or any Voting Member may demand a poll thereon.

Whenever a vote by a show of hands shall have been taken upon, and the question has been carried or carried by a particular majority or not carried, an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the numbers or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the Federation upon the question.

A demand for a poll may be withdrawn at any time prior to the taking of the poll. If a poll be required upon the question it shall be taken in such a manner as the Chairperson of the meeting shall direct.

5.12 Recorded Vote

Unless a vote has been taken by secret ballot, any two (2) Voting Members at the meeting may request a recorded vote. Upon receiving such a request the Chairperson shall cause the Secretary to call the roll and record the vote of each Voting Member.

5.13 Adjournment

The Chairperson may with the consent of the meeting adjourn the same from time to time, and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before and dealt with at the original meeting in accordance with the notice calling the same.

6. Board of Directors

Members of Board of Directors shall manage the affairs of the Federation and may exercise all such powers and do all such acts and things as may be exercised or done by the Federation, including any such powers given to them, including such acts and things to be done by any officer of the Federation or by statute, expressly directed or required to be done by the Federation at a meeting of the members and shall have such powers as have the officers of the Federation as provided herein if it is so determined by a majority of the Board of Directors.

6.01 Composition

The Board of Directors are elected by members at the Annual General Meeting of the Federation. The Board of Directors shall be composed a minimum of three (3) and a maximum of six (6) Regular or Life Members, 18 years of age or older, with power under law to contract, as follows:

- (a) the Voting member of the Provincial Aikido Association or the Provincial Aikido Association=s designate whose designation shall be confirmed by the members at the Annual General Meeting of the Federation; and
- (b) the elected Directors of the Federation.

The Board of Directors shall hold office until the second following annual meeting of members or until their successors have been duly appointed or elected. All Directors then in office shall retire, but if qualified, are eligible for re-appointment.

6.02 Removal of a Director

The Voting Members may, by resolution passed by a majority in number of such Voting Members representing at least two-thirds (2/3) of the votes, calculated in accordance with these By-laws, cast at an Annual or Special General Meeting of members of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of his term of office.

6.03 Vacancy

The Office of a Director shall be deemed vacant:

- (a) if he is found to be a mentally incompetent person or become of unsound mind; or
- (b) if by notice in writing to the Federation he resigns his office, provided that such resignation shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Federation; or
- (c) if he becomes bankrupt or insolvent; or
- (d) if he ceases to be a Regular Member of the Federation or is subject to suspension or expulsion pursuant to these By-laws; or
- (e) if he is removed from office after a Special General Meeting called for that purpose in accordance with these By-laws; or
- (f) if a Voting Member request removal or replacement of the director who is from the Province represented by the voting member; or
- (g) if his Provincial Aikido Association has been suspended or expelled as a Voting Member from the Federation pursuant to these By-laws; or
- (h) if he dies.

6.04 Replacement

If the Director's position of the Federation shall be or become vacant and the Director was designated by a Voting Member (Provincial Aikido Association), the Voting Member, unless suspended or expelled, shall nominate a replacement pursuant to these By-laws who shall hold office for the unexpired term of the Director who has ceased to be Director.

If any elected Director of the Federation shall be or become vacant the Directors by resolution may elect or appoint an officer to fill such vacancy in accordance with these By-laws herein who shall hold office for the unexpired term of the Director who has ceased to be Director.

7. MEETINGS of the BOARD of DIRECTORS

7.01 Notice of Meetings

Meetings of the Board of Directors may be held at any date, time and place within Canada as the Board of Directors may from time to time determine. A meeting of the Board of Directors may be called by the President, or any three (3) Directors, and the Secretary shall forthwith convene such a meeting of the Board of Directors. Notice in writing of the date, time and place of each such meeting of the Board of Directors shall be given to each Director not less than fourteen (14) days prior to the date of the meeting.

Where Directors are appointed or elected at a general meeting (or in the case of a Director appointed to fill a vacancy on the Board of Directors, at a meeting of the Board of Directors), no notice of the first meeting following the election or appointment shall be required to be given to the newly elected or appointed Directors or Officers in order to legally institute the meeting, provided that a quorum of Directors is present.

7.02 Omission of Notice

No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any related proceedings where such proceedings are subsequently ratified by a majority of the Directors.

7.03 Meetings by Telephone

If all the Directors consent, either generally or in respect of a particular meeting and except where the Act requires a meeting, a Director may participate in a meeting of the Board or of a committee of the board by means of conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a Director holds office.

7.04 Attendance

A Director who is unable to participate in a meeting of the Board of Directors may not appoint a substitute for the purpose of such meeting.

7.05 Quorum

Three (3) Directors shall form a quorum for the transaction of business.

7.06 Voting

Questions arising at any meeting of the Board of Directors shall be decided by a simple majority of votes. In the case of an equality of votes, the Chairperson of the Meeting shall cast a second or casting vote.

7.07 Written Resolutions

A resolution in writing, signed by all the Directors entitled to vote on the resolution at a meeting of the Board of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

Written resolutions of the Board of Directors may be signed in counterpart, including by way of facsimile transmission, each of which shall be deemed an original and all of which when taken together shall constitute one and the same resolution.

7.08 Minutes

Minutes of all meetings of the Board of Directors shall be kept in regular form and such minutes shall be at all times available to the Regular and Voting Members and shall be distributed to all Directors.

8. OFFICERS

8.01 Elected Officers

The elected officers of the Federation shall be the President, Vice-President, Secretary and Treasurer. The officers of the Federation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members. The officers of the Federation shall be removed at the pleasure of the Board of directors.

8.02 President

The President shall be the Chief Executive Officer of the Federation and shall see that all resolutions and orders of the Board of Directors are carried into effect; he shall, if present, preside at all meetings of members and the Board of Directors; he shall be an ex officio member of all Committees established by the Board of Directors; he shall sign all instruments which require his signature and perform all duties incident to this office and shall have other powers and duties as may from time to time be assigned by the Board of Directors; he shall represent The Federation in relation to other bodies and at events and shall have the prerogative to appoint any person to carry out this duty on behalf of the President.

8.03 Vice-President

During the absence or inability of the President, his duties may be performed and his powers may be exercised by the Vice-President. If such Vice-President exercises any such duties or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate or the Board of Directors may prescribe.

8.04 Secretary

The Secretary shall give, or cause to be given, all notices required to be given to members, Board of Directors, auditors and members of the Committees. He shall attend all meetings of the Board of Directors and of the members and shall enter, or cause to be entered in the books kept for the purpose, minutes of all proceedings at such meetings; he shall be custodian of the corporate seal of the Federation and of all books, papers, records, documents and other instruments belonging to the Federation, and he shall perform such other duties as may from time to time be prescribed by the Board of Directors. A copy of all records, minutes, documents and other instruments belonging to the Federation shall be lodged in the head office.

8.05 Treasurer

The Treasurer shall have the authority for the care and custody of all the funds and securities of the Federation and shall cause to be deposited same in the name of the Federation in such Bank or Banks or with such depository or depositories as the Board of Directors may direct. He shall at all reasonable times cause to be exhibited his books and accounts to any Director of the Federation upon the application to the office of the Federation during business hours. He shall sign or countersign such documents as require his signature and shall perform all duties incidental to his office or that are properly required of him by the Board of Directors. He may be required to give such bond for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require and no Director shall be liable for failure to require a bond or for the insufficiency of any bond or for any loss be reason of the failure of the Federation to receive any indemnity thereby provided.

8.06 Other Officers

The Board of Directors by resolution may appoint other officers or agents as they shall deem necessary and such persons shall have such authority and perform such duties as may from time to time be prescribed by the Board of Directors. Such Officers so appointed may be removed at the pleasure of the Board of Directors.

8.07 Absence

In the case of the absence or inability of the President, Vice-President or any other officer of the Federation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such officers to any other officer or Director for the time being.

9. COMMITTEES

The Board of Directors may appoint such committees or advisory committees as it deems fit and may delegate this authority to the Committee, to perform such functions as the Board of Directors may from time to time determine. The President shall be an ex officio member of all Committees and shall be entitled to receive notice and attend all meetings of the Committees but shall have no vote. The Board of Directors may remove any committee member so appointed at its pleasure.

10. RULES and REGULATIONS

The Board of Directors may prescribe rules and regulations not inconsistent with these By-laws relating to the Federation and may delegate this authority to a Committee, and such rules and regulations shall have force and effect unless changed by the Board of Directors.

11. FISCAL MATTERS

11.01 Financial Year End

Until otherwise ordered by the Board of Directors, the financial year of Federation shall end on the last day of March in each year.

11.02 Auditors

The Voting Members of Federation shall at each Annual General Meeting appoint auditors to audit the accounts of the Federation. The auditors shall hold office until the next annual meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The auditors shall make an annual report to the members and they shall make such a report and have such powers as the Canada Corporations Act or other Act regulating the affairs of the Federation may provide.

11.03 Banking Arrangements

(a) The banking business of the Federation shall be transacted with such banks, trust companies, or other firms or corporations in Canada as may from time to time be designated by or under the authority of the Board of Directors.

(b) Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board of Directors may from time to time prescribe or authorize.

(c) The Board of Directors may by resolution, from time to time:

(i) borrow money upon the credit of the Federation in such amounts and upon such terms as the Federation may deem expedient;

(ii) issue debentures or other securities of the Federation in such amounts and upon such terms and pledge or sell the same for such sums and at such prices as the Board of Directors may deem expedient;

(iii) mortgage, hypothecate, charge or pledge all or any of the real or personal property, undertakings and right of the Federation to secure any such debentures or other securities or money borrowed or any other liability of the Federation.

11.04 Remuneration

The Board of Directors and Officers of the Federation shall serve without remuneration and no Director or Officer shall directly or indirectly receive any profit from his position as such; provided that a Director or Officer may be paid reasonable expenses incurred by him in the performance of his duties or fees for acting for the Federation in a professional capacity if such payments are authorized by the Board of Directors. The Board of Directors shall fix the remuneration (if any) to be paid to the Officers or agents of the Federation.

11.05 Trust Fund

The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the objects of the Federation in accordance with such terms as the Board of Directors may prescribe. The Board of Directors shall take such steps as they may deem requisite to enable the Federation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Federation.

12. **CONTRACTS**

Contracts, documents or any instruments in writing requiring the legal authority of the Federation shall be signed on behalf of the Federation by any two officers of the Federation and all contracts, documents and instruments in writing so signed under the authority of the Board of Directors shall be binding on the Federation without further authority or formality. The seal of the Federation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed by resolution of the Board of Directors. The term "contracts, documents or any instruments in writing" as used herein shall include deeds, mortgages, hypotheca, charges, conveyances, transfers and assignment of property, real or personal, immovable or movable, agreements, employment contracts, releases, receipts, and discharges and assignments of shares, stocks, bonds, debentures, rights, warrants or other securities. In particular, without limiting the generality of the foregoing, the officers shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Federation and to sign and execute under the corporate seal of the Federation or otherwise, all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

13. **PROTECTION of the BOARD of DIRECTORS and OFFICERS**

13.01 Liability

Every Director or Officer of the Federation or other person who has undertaken or is about to undertake any liability on behalf of the Federation and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director or Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, or in respect of any such liability; and,
- (b) all other costs, charges and expenses which he sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default. No Director or Officer shall be liable for the acts, neglects or defaults of any Director, Officer or employee or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust, or in relation thereto, unless the same shall happen by or through his own wilful act or through his own wilful neglect or default.

13.02 Conflicts

If any Director or Officer of the Federation shall be employed by or shall perform services for the Federation otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Federation, the fact of his being a Director or Officer of the Federation shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services. It is the duty of every Director, Officer or Employee of the Federation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

14. DISSOLUTION

Upon dissolution of the Federation and after the payments of all debts and liabilities, its remaining properties and assets shall be distributed to any recognized Canadian amateur athletic association or to any recognized Canadian charitable organization.

15. AMENDMENTS

These By-laws may be amended or repealed by By-law enacted by a majority of the Board of Directors at a meeting of the Board of Directors and approved by resolution passed by a two-thirds (2/3) majority of votes cast by the Voting Members present in person or by proxy at an Annual or Special General Meeting of members duly called for the purpose of considering the said By-law. Notice of the proposed amendment or repeal shall be sent to each Voting Member of the Federation at least thirty (30) days before any meeting of the members called to consider the said By-law, provided that the repeal or amendment of such By-laws shall not be enforced or acted upon till the approval of the Minister of Industry has been obtained.

PASSED AND ENACTED by the National Councillors on the day of , 1997 and sanctioned,
ratified and confirmed by the members on the day of , 1997.

The Corporate Seal of the Corporation

President

Secretary