



BY-LAW NO. 4

COMMONWEALTH GAMES ASSOCIATION OF CANADA INC. /L'ASSOCIATION
CANADIENNE DES JEUX DU COMMONWEALTH (the "Corporation") (September 26, 2021)

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BY-LAW NO. 4

A By-Law relating generally to the conduct of the affairs of

**COMMONWEALTH GAMES ASSOCIATION OF CANADA INC. /L'ASSOCIATION
CANADIENNE DES JEUX DU COMMONWEALTH (the "Corporation")**

BE IT ENACTED as a By-Law of the Corporation as follows:

SECTION 1 – GENERAL

1.1 Definitions

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

"Act" means the Canada Not-for-profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;

"Athletes" means athletes who participated in either of the previous two scheduled Commonwealth Games;

"Athlete Representative" means the Member of the Board of Directors described in Section 5.1 d);

"Board of Directors" means the board of directors of the Corporation;

"By-Laws" means the By-Laws of the Corporation in force from time to time;

"Chair" means President or Individual leading the meeting;

"Chief Executive Officer (CEO)" means the individual appointed by the Board of Directors as described in Section 7.1 c);

"CGF" means the Commonwealth Games Federation;

"Commonwealth Games" means the international multi-sport "Games" held every four years for Commonwealth Nations and Territories.

"Commonwealth Youth Games" means the international multi-sport "Games" for those under 18, held every four years.

"Corporation" means the Commonwealth Games Association of Canada Inc.; herein known as Commonwealth Games Canada.

"Director" means those Members of the Board of Directors as described in Section 5.1;



"Director-at-Large" means the eight directors of the Corporation elected by the Members that are not the President, Treasurer or Athlete Representative.

"Games" means the Commonwealth Games;

"Host Country" means the country selected by CGF to host the Games;

"Immediate Past President" means the person who has just completed a term as President and is not continuing in this position, and who may, at the sole discretion of the newly-elected President, serve the Board as an advisor for a period of one year. The Immediate Past President is not a Director.

"Member-at-Large" means those 16 elected Individual Members, as described in Section 2.1.3

"Meeting" means an Annual Meeting or Special Meeting.

"Members" means the members of the Corporation, as described in Section 2.1.

"Nominating Committee" means the committee of the Board of Directors described in Section 8.

"Officers" means the officers of the Corporation described in Section 7.1

"Ordinary Resolution" means a resolution passed by simple majority of the votes cast on that resolution;

"President" means the president of the Corporation elected by the Members;

"Secretary" means the individual appointed by the Board of Directors as the CEO and as described in Section 7.1 c);

"Special Meeting" means a Special Meeting of Members, described in Section 4.3;

"Special Resolution" means a resolution passed by a majority of more than two-thirds of the votes cast on that resolution;

"Treasurer" means the treasurer of the Corporation elected by the Members;

"Vice-President(s)" means the person or persons appointed by the Board as described in Section 7.1 d).

1.2 Interpretation

In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number as the case may be, and vice versa, and references to persons shall include firms and corporations.



1.3 Execution of Documents

Contracts, documents or any other instrument in writing requiring the signature of the Corporation, shall be signed by any two of the President, Treasurer or the CEO, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any securities owned by the Corporation.

1.4 Financial Year

Unless otherwise determined by the Board of Directors, the fiscal year-end of the Corporation shall be March 31.

1.5 Books and Records

The Board of Directors shall ensure that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by applicable law are regularly and properly kept.

1.6 Indemnity

The Corporation shall indemnify and save harmless the Directors and Officers of the Corporation and their heirs, executors and administrators from and against all cost, charges and expenses including any amount paid to settle an action to satisfy a judgement, reasonably incurred by Directors or Officers in respect of:

- 1.6.1 any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation;
- 1.6.2 any action by or on behalf of the Corporation to procure a judgement in its favour to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation, and
- 1.6.3 the defence of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation if the Director or Officer was substantially successful on the merits in his/her defence of the action or proceeding,

if the Director or Officer has acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that his/her conduct was lawful.



1.7 Directors and Officers Liability Insurance

The Corporation shall, at all times, maintain in force such Directors and Officers liability insurance as may be approved by the Board of Directors.

Section 2 – MEMBERSHIP

2.1 Membership Categories

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of the following categories of Membership:

- 2.1.1 Director Members, are those natural persons elected to the Board of Directors of the Corporation in the manner set out in section 5.4 and who will determine the mandate and programs of the Corporation.
- 2.1.2 National Organization Members are organizations duly incorporated under the laws of Canada that:
 - 2.1.2.1 Are recognized by Sport Canada as the national governing body for those sports on the upcoming Commonwealth Games program, or
 - 2.1.2.2 Have a national mandate that aligns with the Corporation's mandate, programs and/or program participants.

Each National Organization shall appoint a single delegate to represent such Member at all meetings of members.

- 2.1.3 Members-at-Large are elected natural persons, who support the mandate and programs of the Corporation. There shall be a maximum of 16 Members-at-Large, who shall be accorded membership for a term of four years, in a staggered fashion, every even numbered year, following a Games. Individual members may not be Members for more than two consecutive four year terms.

2.2 Admission to membership

- 2.2.1 Notwithstanding 2.1.2.1. National Organizations shall be admitted to membership upon making an application for membership in the manner prescribed by the Corporation, and upon such application being approved by the Board of Directors.
- 2.2.2 Eight Members-at-Large will be elected by the Members at the Annual Meeting immediately following a scheduled Commonwealth Games and the other eight Members-at-Large will be elected by the Members at the Annual Meeting midway between successive Games.



2.3 Notice of Meeting of Members

Each Member is entitled to receive notice of, attend and vote at all meetings of members and each member shall be entitled to one (1) vote at such meetings. There will be no absentee voting.

Thirty (30) days written notice shall be given to the Members of any Meeting.

Notice of any Meeting shall contain sufficient information to permit the Members to form a reasoned judgment on any matter to be considered at such Meeting.

SECTION 3 – MEMBERSHIP VACANCY, FEES, TERMINATION AND DISCIPLINE

3.1 Membership Vacancy

Any vacancy in Individual membership may be filled by the Members at any Meeting.

3.2 Membership Fees

There shall be no membership fees or dues unless otherwise determined by Board of Directors.

3.3 Termination of Membership

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. 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;
- c. the Member is expelled by the Board in accordance with Section 3.4
- d. the Member is removed as a Member by a vote of at least 75 percent of the Members at a meeting;
- e. the Member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

3.4 Discipline of Members

The Board of Directors 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 of Continuance, 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.



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, 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.

3.5 Membership Not Transferable

Membership in the Corporation is not transferable.

SECTION 4 – MEETINGS OF MEMBERS

4.1 Meetings

Meetings shall be Annual or Special Meetings. All Meetings shall be conducted in the place and manner and on such date as the Board of Directors may determine.

4.2 Annual Meetings

Annual Meeting shall be held within 15 months of the previous Annual Meeting and within six months of the Corporation's fiscal year end. The business to be conducted at the Annual Meeting shall include consideration of the financial statements and auditor's report, appointment of the auditor, election of directors and any other business specified in the meeting notice.

4.3 Special Meetings

The President shall have power to call, at any time, a Special Meeting. The Board of Directors shall call a Special Meeting on written requisition of Members who hold at least 5 percent of the votes of the Corporation, in accordance with the Act.

4.4 Quorum.

Members who hold a simple majority of votes will constitute quorum for a meeting of Members. If quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.5 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Act or these By-Laws, be determined by an Ordinary Resolution. 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. A declaration by the chair of the Meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number a proportion of the votes recorded in favour or against such resolution.

4.6 Motions by Members

Notwithstanding any rules of procedure for Meetings which may have been adopted, no motion of any Member shall be considered at any Meeting, unless:

- 4.6.1 notice of such motion signed by such Member shall have been delivered by the Member to the Secretary not later than forty-five (45) days prior to such Meeting; and
- 4.6.2 such notice shall have been delivered to the Members together with the notice described in Section 2.3.

SECTION 5 – BOARD OF DIRECTORS

5.1 Composition of the Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors made up as follows:

- a) A President, elected by the Members
- b) A Treasurer, elected by the Members
- c) Up to Eight Directors-at-Large, elected by the Members
- d) An Athlete Representative, nominated by the athletes who participated in either of the previous two Games, and elected by the Members
- e) Where permitted by the Act and where desired by the Board, one Appointed Director-at-Large.

5.2 Qualifications of Directors

Any individual, who is 18 years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, who fulfills the requirements of the *Income Tax Act* in relation to serving as a director with a registered charity, may be elected or appointed as a Director.

5.3 Terms

Directors will hold office for a term of four years and will hold office until their successors have been duly elected in accordance with these By-Laws, unless they resign, are removed from or vacate their office. Directors may serve a maximum of two consecutive terms, in any one position.



5.4 Election of Directors

An election of directors will take place at those Annual Meeting of members, which fall in even-numbered, calendar years, staggered in the following manner:

- a) The President, Athlete Representative and no more than 4 of those directors defined in 5.1 c) will be elected by the Members at the Annual Meeting immediately following the scheduled Games.
- b) The Treasurer and no more than 4 of those remaining directors defined in 5.1 c) (and not elected under 5.4 a) will be elected by the Members at the Annual Meeting midway between successive Games

	Election Year	President 5.1.a	Treasurer 5.1.b	Directors 5.1.c	Athlete Rep 5.1.d
Election Cycle 1	2014, 2018, 2022, (+4)...	x		No more than 4 /	x
Election Cycle 2	2016, 2020, 2024, (+4)...		x	No more than 4 /	

5.5 Resignation

A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

5.6 Vacate Office

The office of any Director will be vacated automatically if the Director:

- a) Is found by a court to be of unsound mind;
- b) Becomes bankrupt, suspends payment, compounds with his creditors, makes unauthorized assignment, or is declared insolvent;
- c) Is charged with and/or convicted of any criminal offense related to the position;
- d) Becomes ineligible to serve as a Director of a registered charity pursuant to the *Income Tax Act*, or
- e) Upon the Director's death.

5.7 Removal

A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting.



5.8 Vacancy

Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.9 Powers of the Board of Directors

Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board shall:

- a) Approve the vision, mission, values and strategic direction of the Corporation;
- b) Approve policies and procedures applicable to the delivery of programs and services of the Corporation;
- c) Provide continuity for the Corporation by ensuring its financial health;
- d) Engage under employment contract a senior staff person (Chief Executive Officer) to manage and oversee the operations of the Corporation, as it deems necessary;
- e) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-Laws; and
- f) Perform any other duties from time to time as may be in the best interests of the Corporation.

The Corporation employs a model of governance that separates governance and management functions. The Board delegates to the Chief Executive Officer the responsibility to manage the day-to-day operations of the Corporation in accordance with Board policies and direction, and subject to any limits established by the Board.

SECTION 6 – MEETINGS OF DIRECTORS

6.1 Meetings

Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that, fourteen (14) days notice of such meeting shall be given to each Director. No notice of a meeting of the Board of Directors shall be required if all Directors are present, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. Special Meetings of the Board of Directors may be called by a minimum of 5 directors with not less than 24 hours' notice to deal with issues that require urgent decisions prior to the next scheduled Board of Directors meeting.

6.2 Timing of Meetings

There shall be at least one (1) meeting each year of the Board of Directors. The Board of Directors shall meet immediately post the Annual Meeting following the scheduled Games in order to accept



applications for membership from National Organizations and to transact such other business as may be properly brought before the meeting.

6.3 Quorum

A majority of Directors shall constitute a quorum at any meeting of the Board of Directors.

6.4 Voting

Each Director is authorized to exercise one (1) vote at each meeting of the Board of Directors. Except as expressly provided herein and unless otherwise expressly provided by the Act or Regulations, at all meetings of the Board of Directors, every question shall be determined by an Ordinary Resolution. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall 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.

6.5 Minutes

The minutes of meetings of the Board of Directors shall be available to the Members.

SECTION 7 — OFFICERS

7.1 Description of Offices

The Officers of the Corporation shall be as follows:

- a) President. The President shall preside at all meetings of the Members and Board of Directors, and shall perform such other duties as may be determined by the Board of Directors from time to time. The President shall have a second or casting vote at meetings of the Members and Board of Directors. The President shall be an ex-officio member of all committees of the Corporation. The President shall, in the absence or disability of the CEO, perform the duties and exercise the powers of the CEO. In the absence or disability of the President, the Board of Directors shall appoint from amongst themselves, an Acting President who shall perform the duties and exercise the powers of the President until such time as the President resumes his or her position or a new President is appointed.
- b) Treasurer. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform such other duties as may be determined by the Board of Directors from time to time.



- c) Chief Executive Officer (CEO). The Board of Directors shall retain the CEO of the Corporation on such terms as the Board of Directors deems appropriate. Such terms and conditions of employment shall be set out in a written employment agreement entered into between the CEO and the Corporation. The CEO shall have the general and active management of the affairs of the Corporation. The CEO shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time. The CEO shall be an ex-officio member of all committees of the Corporation unless expressly otherwise determined by the Board of Directors. The CEO shall also be the Secretary of the Corporation and shall perform all such duties as are customary for a chief executive officer and secretary of a corporation similar in size and operation to the Corporation.
- d) The Board of Directors may appoint one or more Vice-Presidents, from among the Directors, to perform such duties as may be determined by the Board of Directors from time to time.
- e) The Board may appoint other Officers, from among the Directors-at-Large, to perform such duties as the Board assigns to 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.

7.2 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove 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.

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

SECTION 8: COMMITTEES

The Board of Directors shall establish, by resolution, such committees as it deems necessary for the operations of the Corporation, including but not limited to five (5) Standing Committees: External Representation Committee, Finance Committee, Governance Advisory Committee, Personnel Committee, and the Nominating Committee. Each Standing Committee shall have a current Director as Chair. Each Committee shall 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 9: NOTICES

9.1 Written Notice



In these By-Laws, written notice shall mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address on record of the Corporation or Member.

9.2 Date of Notice

Date of notice is deemed to be:

- a) where notice is provided by courier or personal delivery, the date on which delivery is confirmed;
- b) where notice is provided by mail, 5 days after the postmarked date;
- c) where notice is provided by telephone, electronic or other communication facility the date on which the notice is sent;
- d) where notice is provided by posting on the Corporation's website the day on which the notice is posted.

9.3 Error in Notice

The accidental omission to give notice to any Member, member of a committee or Auditor, the non-receipt of any notice by any such person, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

SECTION 10: AMENDMENT OF BY-LAWS

10.1 Directors Voting

Except for the items constituting Fundamental Changes, these By-Laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board.

10.2 Ratification

The Directors shall submit the By-Law, amendment or repeal to the members at the next meeting of Members, and the Members may by Ordinary Resolution confirm, reject or amend the By-Laws. The By-Law, amendment or repeal is effective from the date of the resolution of the Directors. 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.

SECTION 11: FUNDAMENTAL CHANGES

11.1 Fundamental Changes

In accordance with the Act, a Special Resolution of the Members shall be required in order to make the following changes to the By-Laws or Articles 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) Subject to Section 133 of the Act, 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.

11.2 Special Class Vote

Provisions of the Act may provide that each membership class is entitled to vote separately if a change which is a Fundamental Change relates to membership rights, such as:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including
 - To reduce or remove a liquidation preference, or
 - To add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of Members having rights equal or superior to those of the class or group; or
- f) Affect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

SECTION 12: ADOPTION OF THESE BY-LAWS

12.1 These By-Laws were adopted by the Board of Directors at a meeting of the Board duly called and held on June 16, 2021.

12.2 These By-Laws were ratified by a Special Resolution of the Members of the Corporation at a meeting of Members duly called and held on September 26, 2021.



- 12.3 In ratifying these By-Laws, the Members of the Corporation repeal all prior By-Laws of the Corporation, provided that such repeal does not impair the validity of any action taken pursuant to the repealed By-Laws.

COMMONWEALTH GAMES ASSOCIATION OF CANADA

Original: July 1979

- Revised: October 1991 (Victoria)
Revised: October 1993 (Saskatoon)
Revised: October 1994 (Toronto)
Revised: October 2000 (Ottawa)
Revised: January 2003 (Toronto)
Revised: November 2012 (Montreal)
Revised: November 17, 2013 (Ottawa - Conference Call)
Revised: September 20, 2015 (Ottawa – Conference Call)
Revised: September 26, 2021 (Ottawa – Video Conference)