



ORIENTEERING C A N A D A

BY-LAWS

SECTION ONE GENERAL

1.01 Purpose – These By-laws relate to the general conduct of the affairs of Orienteering Canada, a corporation under the Canada Not-for-Profit Corporations Act, S.C. 2009 c.23, as amended.

1.02 Definitions - In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise require, the following terms have these meanings:

- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009 c.23, as amended.
- b) *Auditor* – 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 Corporation for a report to the Members at the next Annual Meeting.
- c) *Board* – the Board of Directors of the Corporation.
- d) *By-laws* – this by-law and all other by-laws and special by-laws of the Corporation from time to time in force and effect.
- e) *Corporation* – Orienteering Canada.
- f) *Days* – will mean days including weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- h) *Meetings of Members* – will mean an annual meeting or special meeting of Members.
- i) *Member* - those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws.
- j) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- k) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of Members.
- l) *Registrant* – individuals and orienteering clubs who are engaged in activities that are provided, sponsored, supported or sanctioned by a Member and may include, but are not limited to including, recreational and competitive athletes, Members of national teams, coaches, officials, event organizers, administrators of provincial and territorial clubs, and volunteers who serve on club executives, committees and boards of directors
- m) *Signing officer* – means, in relation to any instrument, a person authorized by Ordinary Resolution of the Board to sign the same on behalf of the Corporation.
- n) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.

1.03 Registered Office - The registered office of the Corporation will be located in the province of Alberta at an address as the Board may from time to time determine by resolution.

1.04 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.05 Financial Year - Until changed by resolution of the Board, the financial year of the Corporation shall end on the last day of March in each year.

1.06 Execution of Instruments - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the President, Executive Director and any two named Directors. In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. The President or their designate may affix the corporate seal thereto.

1.07 Banking Arrangements - The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

1.08 Auditors - At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts, and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The Auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.

1.09 Affiliation - The Corporation shall be and remain an authorized Member of the International Orienteering Federation and the Corporation shall abide by the Rules and Regulations of the International Orienteering Federation except where prevented from so doing by local conditions, laws or customs.

1.10 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Corporation.

1.11 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.12 Interpretation - Words importing the singular number include the plural and vice versa; wording importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION TWO DIRECTORS

Composition of the Board

2.01 Number of Directors and Quorum - The Board shall consist of eight (8) directors. Composition of the Directors is as follows:

- a) President
- b) Treasurer
- c) Five (5) Directors at Large
- d) Athlete Representative (Elected by the National Senior and Junior Team Member Delegate)

Qualification of Directors

2.02 Qualification of Directors - Any person who is eighteen years of age or older and has the capacity under law to contract, who is a resident of Canada as defined by the *Income Tax Act*, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, who is a registrant in good standing of a provincial or territorial association which is a Member association in good standing with the Corporation, has the support of their association, and who is not an employee of the Corporation, is qualified to be nominated and elected or appointed as a Director of the Corporation.

Election of Directors (Excluding the Athlete Representative)

2.03 Election and Term - The election of Directors shall take place at each annual meeting of Members. Directors will be elected for two year terms and shall be eligible for re-election for further two year terms. The elections shall take place in two parts:

- (a) The President and two (2) Directors at Large will be elected to the Board at alternate annual meetings to those listed in subsection b; and
- (b) The Treasurer and three (3) Directors at Large will be elected to the Board at alternate annual meetings to those listed in subsection a.

2.04 Decision - Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination - Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations - Winner is the nominee receiving the greatest number of votes and ascertains an Ordinary Resolution. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the position will remain vacant until such time as the Members elect via Ordinary Resolution.

Election of Athlete Representative

2.05 Qualification of Athlete Representative - In addition to the qualifications required in section 2.02, the Athlete Representative, at the time of election, must be or have been, within the last four years a National Senior or Junior Team Member in order to be nominated and elected or appointed as the Athlete Representative.

2.06 Election of Athlete Representative - The National Senior and Junior Team Member Delegate will elect the Athlete Representative at an annual meeting of Members for a three (3) year term

Resignation and Removal of Directors

2.07 Vacation of Office - The office of a Director shall be vacated upon the occurrence of any of the following events:

- (a) If the Director becomes bankrupt, suspends payment, or compounds with their creditors, or makes unauthorized assignment, or is declared insolvent;
- (b) If an order is made declaring the Director to be a mentally incompetent person or incapable of managing their own affairs;
- (c) If the Director is removed from office by Ordinary Resolution of the Members;
- (d) The Director is not a registrant; or
- (e) Upon the Director's death.

2.08 Vacancies - 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 until the next Annual Meeting of Members, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles. No

more than one-third (1/3) of the total number of Directors elected at the previous Annual Meeting can be appointed pursuant to this Section. In the absence of a quorum, the remaining Directors will forthwith call a meeting of Members to fill the vacancies. In the event that the Athlete Representatives position is vacant, the National Senior and Junior Team Delegate will appoint a qualified individual to fill the vacancy.

2.09 Resignation - A Director may resign from the Board at any time by presenting notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where 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.

2.10 Removal - An elected Director may be removed by Ordinary Resolution of the Members present at an Annual Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

2.11 Caveat - An elected Director may only be removed by Ordinary Resolution of the class which elected the Director.

Meetings of the Board

2.12 Calling of Meetings - Meetings of the Board shall be held at such time and on such day as the Board, the President or any three Directors may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in Section 8 to each Director not less than ten (10) days before the time when the meeting is to be held if the notice is mailed provided that no notice of a meeting shall be necessary if all the Directors in office are present or if those absent waive notice of or otherwise consent to such a meeting being held.

2.13 Quorum - At any meeting of the Board of Directors, quorum will consist of at least fifty percent of Directors holding office but never less than three (3).

2.14 First Meeting of New Board - Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

2.15 Regular Meetings - The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of 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.

2.16 Emergency Meetings - Emergency meetings of the Board may be called at the discretion of the President or upon the request of any three Directors. Notice of the time and place of every meeting so called shall be given to each Director:

- (a) not less than 48 hours before the time when the meeting is to be held if the notice is mailed, or
- (b) not less than 24 hours before the time when the meeting is to be held if the notice is given personally or by telephone or is delivered or is sent by any means of transmitted or recorded communication; provided that no notice of a meeting shall be necessary if all the Directors in office are present or if those absent waive notice or otherwise consent to such meeting being held.

2.17 Chairman - The President or their designate shall be the chairperson of any meeting of the Board.

2.18 Votes to Govern - Each Director is entitled to one vote. At all meetings of the Board every question shall be decided by Ordinary Resolution. In case of an equality of votes the President or the chairman of the meeting shall cast a second deciding vote.

2.19 No Proxies – Directors may not vote via proxy at meetings of Directors.

2.20 Conflict of Interest - A Director shall not be disqualified by reason of contracting with the Corporation. Subject to the provisions of the Act, a Director shall not by reason only of their office be accountable to the Corporation or to its Members for any profit or gain realized from a contract or transaction in which the Director has an interest, and such contract or transaction shall not be voidable by reason only of such interest, provided that, if a declaration and disclosure of such interest is required by the Act, such declaration and disclosure shall have been made and the Director shall have refrained from voting as a Director on the contract or transaction.

2.21 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

2.22 Meetings by Telecommunications - A meeting of the Board may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meeting of teleconference have been approved by resolution passed by the Directors at a meeting of the Directors.

2.23 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permits each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Powers of the Board

2.24 Powers of the Corporation – 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.

2.25 Managing the Affairs of the Corporation – The Board may make policies, procedures, and manage the affairs of the Corporation in accordance with the Act and these By-laws.

2.26 Committees – The Board may appoint such Committees as it deems necessary for the affairs of the Corporation and may appoint Members of Committees or provide for the election of Members of Committees, may prescribe the duties of Committees, may establish the terms of reference for Committees, and may delegate any of its powers, duties, and functions to Committees except where prohibited by the Act or these By-laws.

SECTION THREE OFFICERS

3.01 Election or Appointment – The election of President and Treasurer shall take place at each Annual Meeting of Members according to Section 2.03. The Vice-President and Secretary will be determined by the Board of Directors by way of Ordinary Resolution for amongst the Directors.

3.02 President – The President shall be the chief executive officer of the Corporation and, subject to the authority of the Board, shall have general supervision of the affairs and business of the Corporation. Except when the Board has elected or appointed a general manager or managing director, the President shall also have the powers and be charged with the duties of that office. In addition the responsibilities of the President shall include, inter alia: chairing all Board of Directors’ and Members’ meetings and ensuring that notices of meetings, agenda and minutes are prepared and circulated as required; ensuring that duties assigned to individual Directors are properly carried out; and working closely with the Executive Director.

3.03 Treasurer – Shall be responsible for proper accounting records in compliance with the Act and, under the direction of the Board, shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the Board whenever required an account of all financial transactions and of the financial position of the Corporation; and he shall have such other duties as the Board or the President may prescribe.

3.04 Vice-President – During the absence or disability of the President, the President’s duties shall be performed and the President’s powers exercised by the vice-president designated by the Board after Board elections are completed.

3.05 Secretary – The Secretary shall be responsible for the documentation of all amendments to the Corporation Constitution and By-laws, ensure that all official documents and records of the Corporation are properly kept, conduct the correspondences of the Board, keep an up-to-date list of registered Members, send out any notice requirements as described herein, cause to be recorded the minutes of all meetings of the Members, Board of Directors and Committees of the Corporation, and perform such other duties as may from time to time be established by the Board.

3.06 Office Vacancy – In the event that an office is vacant; the duties of that office may be delegated by the Board to other Directors or other individuals appointed by the Board for that purpose by way of Ordinary Resolution.

3.07 Fidelity Bonds – The Board may require such Officers, employees, and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

SECTION FOUR PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

4.01 Limitation of Liability - No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt of other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own wilful neglect or default, provided that nothing herein shall relieve any Director or Officer of any liability imposed upon the Director or Officer by the Act.

4.02 Indemnity - Subject to the limitation contained in the Act, every person and every Director and/or Officer of the Corporation and every other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any body corporate

controlled by it and their heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against:

- (a) Any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or in respect of the execution of the duties of their office; and
- (b) All other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation.

4.03 Insurance - Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as such as the Board may from time to time determine.

4.04 Remuneration - All Directors, Officers, and Members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

SECTION FIVE MEMBERSHIP

Categories of Membership

5.01 Categories - The Corporation has two (2) categories of Membership:

- a) Member Associations
- b) National Senior and Junior Team Member Delegate

5.02 Member Association - A Provincial/Territorial Orienteering Association composed of Registrants, that has applied for and been approved for Membership.

5.03 National Senior and Junior Team Member Delegate - An individual selected or appointed by the Corporation's National Senior and Junior Team Members who is or has been within the last four years a Member of the Corporation's National Senior or Junior Team.

5.04 Conditions of Membership - All Members of the Corporation shall be deemed to have agreed to comply with these by-laws and the policies, procedures, rules and regulations of the Corporation.

5.05 Transfer - Membership in the Corporation is non-transferable.

Membership Dues

5.06 Annual Fees - Membership dues for all categories of Membership will be determined annually by the Board of Directors.

5.07 Membership Year - Unless otherwise determined by the Board, the Membership year of the Corporation will be from January 1 - December 31.

5.08 Membership Renewal - Members shall renew their Membership by a date designated each year by the Board of Directors or their Membership privileges may be terminated by the Board by way of Ordinary Resolution. Membership in the Corporation may also be terminated at the Annual Meeting following the Members failure to renew their Membership by paying the previously determined financial obligations to the Corporation. Information of this date must be communicated to the Members sixty (60) days prior to the designated date. Memberships for those Member categories with no dues payable are automatically renewed unless terminated in accordance with these By-laws.

Withdrawal and Termination of Membership

5.09 Resignation – A Member may resign from the Corporation by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.

5.10 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action.

5.11 Arrears – A Member may be expelled from the Corporation for failing to pay Membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation or otherwise fail to comply with all other registration policies of the Corporation, by way of ordinary resolution of the Board of Directors.

5.12 Discipline – In addition to expulsion for failure to pay Membership dues, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

5.13 Removal – A Member may be removed by special resolution of the Members present at an Annual Meeting or Special Meeting, provided the Member has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

Good Standing

5.14 Definition – A Member of the Corporation will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the Constitution, By-laws, policies, procedures, rules and regulations of the Corporation; and
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- f) Had paid all required Membership dues or debts to the Corporation, if any.

5.15 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

SECTION SIX MEETINGS OF MEMBERS

6.01 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

6.02 Special Meeting - A Special Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of five percent (5%) or more of the Members of the Corporation. Agendas of special meetings will be limited to the subject matter for which the meeting was duly called.

6.03 Location and Date - The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen

(15) months of the last Annual Meeting and not later than six (6) months after the end of the Corporation's preceding financial year.

6.04 Meetings by Electronic Means – 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.

6.05 Notice of Meetings – Notice 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 entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 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, during a period of 21-35 days before the day on which the meeting is to be held; or
- c) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.

6.06 Meetings Without Notice: - A meeting of Members may be held without notice at any time and at any place permitted by the Act or the letters patent:

- (a) If all the Members entitled to vote thereat are present in person or if those not present waive notice of or otherwise consent to such meeting being held, and
- (b) If the auditors are present or waive notice, or otherwise consent to such meeting being held; and at such meeting any business may be transacted which the Corporation at a meeting of Members may transact.

6.07 Agenda – The agenda for the Annual Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Approval of Auditors Report and Financial Statements
- h) Appointment of Auditors
- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

6.08 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation prior to the date specified in the notice of meeting or at the meeting upon the sole discretion of the President or designate.

6.09 Scrutineer - The chairman shall appoint some person, who need not be a Member, to act as scrutineer of the meeting.

6.10 Persons Entitled to be Present - Persons entitled to attend Members meetings shall be any Director, staff of the Corporation, Member delegates, National Senior and Junior Team Member Delegate, Registrants, the auditors of the Corporation, and other individuals at the invitation of the Board.

6.11 Quorum - A quorum for the transaction of business at any meeting of Members shall be two-thirds of the voting Members.

6.12 Delegates - Every Provincial or Territorial Association entitled to vote at a meeting of Members may appoint a person(s), who shall be a Member of that provincial/territorial association, as their delegate(s) to attend and act for them at the meeting in the manner, to the extent and with the power conferred by the appointing instrument. A Delegate(s) must be eighteen (18) years of age or older and, a Registrant. Such appointment must be notified to the Corporation seven (7) days prior to the meeting of Members. Notice of the Delegates names shall be provided to the Corporation by the Provincial or Territorial Association's President at least one week prior to the meeting. If no notice has been received a person may be accepted as the Provincial or Territorial Association's Delegate at the meeting only if they have a written resolution appointing that person as the Provincial or Territorial Association Delegate.

6.13 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Member Associations are entitled to representation by a voting Delegate and one additional voting Delegate when the Member Association's Membership fee is 10% or greater but is less than 20% of the total Membership fees of all Member Association, two additional voting Delegates when the Membership fees of the Member Association is 20% or greater but less than 30% of the total Membership fees of all Member Association or three additional voting Delegates when the Members fees of the Member Association is 30% or greater of the total of all Member Associations. A single Delegate may represent multiple voting Delegates.
- b) The National Senior and Junior Team Members Delegate is not entitled to vote at a meeting of Members unless required by the Act or the election of the Athlete Representative.

6.14 Votes to Govern - At any meeting of Members every question shall, unless otherwise required by the letters patent or by-laws or by law, be determined by Ordinary Resolution on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall cast the deciding vote.

6.15 Voting Procedures - Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands unless a poll thereon is required or demanded as hereinafter provided. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any of the votes recorded in favour of or against any resolution of other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

6.16 Proxy Voting - Proxy voting is not permitted.

6.17 Absentee Voting - Absentee voting is not permitted.

6.18 Polls - On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chairman may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each voting delegate present shall be entitled to one vote, and the result of the poll so taken shall be the decision of the Members upon the said question.

SECTION SEVEN REGISTRANTS

Categories of Registrants

7.01 Categories – The Corporation has three (3) categories of Registrants:

- a) Club Registrants
- b) Individual Registrants
- c) Honorary Registrants

7.02 Club Registrant – An organized orienteering club composed of Individual Registrants, that belongs to a Member Association or that has applied for and been approved as a Registrant.

7.03 Individual Registrant – Any individual who is participating in the sport of orienteering who is registered with a Club Registrant or Member Association or the Corporation or who has applied for and been approved as a Registrant.

7.04 Honorary Registrant - Any individual or organization approved by majority vote of the Members at a Member's meeting who has contributed greatly to the development or promotion of orienteering.

7.05 Conditions of Registration

- a) All Registrants of the Corporation shall be deemed to have agreed to comply with these by-laws and the policies, procedures, rules and regulations of the Corporation.
- b) A person under the age of eighteen (18) years may be a Registrant of the Corporation.

Fees

7.06 Annual Fees - Registration dues for all categories of Registrants will be determined annually by the Board of Directors.

7.07 Registration Year – Unless otherwise determined by the Board, the registration year of the Corporation will be from January 1 - December 31.

Withdrawal and Termination of Registration

7.08 Resignation – A Registrant may resign from the Corporation by giving a written notice to the Board. The Registrant's resignation will become effective the date on which the request is approved by the Board.

7.09 May Not Resign – A Registrant may not resign from the Corporation when the Registrant is subject to disciplinary investigation or action.

7.10 Arrears – A Registrant may be expelled from the Corporation for failing to pay any fees or monies owed to the Corporation by the deadline dates prescribed by the Corporation or otherwise fail to comply with all other registration policies of the Corporation, by way of ordinary resolution of the Board of Directors.

7.11 Discipline – In addition to expulsion for failure to pay registration dues, a Registrant may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Registrants.

7.12 Removal – A Registrant may be removed by Ordinary Resolution of the Board, provided the Registrant has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

Good Standing

- 7.13 Definition – A Registrant of the Corporation will be in good standing provided that the Registrant:
- a) Has not ceased to be a Registrant;
 - b) Has not been suspended or expelled from registration, or had other registration restrictions or sanctions imposed;
 - c) Has completed and remitted all documents as required by the Corporation;
 - d) Has complied with the Constitution, By-laws, policies, procedures, rules and regulations of the Corporation; and
 - e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
 - f) Had paid all required registration fees or debts to the Corporation, if any.

7.14 Cease to be in Good Standing - Registrants who cease to be in good standing may have privileges suspended and where the Registrant is a Director, will not be entitled to vote at meetings of Directors, or be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registrant has met the definition of good standing as set out above.

SECTION EIGHT NOTICES

8.01 Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

8.02 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, date of sending where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

8.03 Omissions and Errors - The accidental omission to give notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.04 Waiver of Notice - Any Member, Director Officer or auditor may waive any notice required to be given to them under any provision of the Act, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION NINE FINANCE

9.01 Borrowing Power - The Board may from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations of any money borrowed, or other debt or liability of the Corporation.

9.02 Delegation - The Board may from time to time delegate to such one or more of the Directors and Officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board to such extent and in such manner as the Board shall determine at the time of each such delegation.

9.03 Books and Records - The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept.

9.04 Annual Financial Statements - The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

SECTION TEN AMENDMENTS TO BY-LAWS

10.01 Notice - Notices of motion for changes to by-laws must be submitted to Membership with the Notice of Meeting, as in Section 8, at least 30 days prior to the Annual Meeting.

10.02 Directors Voting - Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote 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.

10.03 Members Voting - Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by a majority affirmative vote of the Members present at the next meeting of Members. Upon majority affirmative vote, any amendments will have immediate effect.

10.04 Fundamental Changes - In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- 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 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 the Act to be set out in the Articles.

10.05 Special Class Vote – The Act provides that each Membership class is entitled to vote separately if the fundamental change noted above 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
 - i. To reduce or remove a liquidation preference, or
 - ii. 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

10.06 Special Class Vote Result – Should any Membership class not, by Special Resolution, approve a special class vote on a fundamental change, the issue is defeated.

SECTION ELEVEN DISSOLUTION CLAUSE

11.01 Dissolution - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.