

**By Law No. 1**  
**A by-law relating generally to the conduct of the affairs of**  
**The Sport Information Resource Centre**  
**(the “Corporation”)**

**TABLE OF CONTENTS**

Section 1 – General  
Section 2 – Membership – Matters Requiring Special Resolution  
Section 3 – Membership Dues, Termination and Discipline  
Section 4 – Meetings of Members  
Section 5 – Directors  
Section 6 – Meetings of Directors  
Section 7 – Officers  
Section 8 – Notices  
Section 9 – Dispute Resolution  
Section 10 – Effective Date

**BE IT ENACTED as a by-law of the Corporation as follows:**

**SECTION 1 – GENERAL**

**1.01 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) “board” means the board of directors of the Corporation and “director” means a member of the board;
- (d) “by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) “meeting of members” includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes

of members and a special meeting of all members entitled to vote at an annual meeting of members;

- (f) “ordinary resolution” means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;
- (g) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- (h) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (i) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Secretary of the Corporation shall be the custodian of the corporate seal.

## **1.04 Execution of Documents**

Contracts, documents and any instruments in writing requiring the signature of the Corporation may be signed by the President or CEO together with the Secretary or the Treasurer or by any two (2) directors, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall however, have power from time to time by resolution to appoint any other officer, officers, director or directors on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Corporation may, when required, be affixed to any such contracts, documents and instruments in writing signed as aforesaid.

### **1.05 Financial Year End**

Unless otherwise ordered by the board of directors the fiscal year end of the Corporation shall be March 31.

### **1.06 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

### **1.07 Annual Financial Statements**

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

### **1.08 Books and Returns**

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **SECTION 2 – MEMBERSHIP –**

### **2.01 Membership Conditions**

Subject to the articles, there shall be one (1) class of members in the Corporation. The board of directors of the Corporation shall, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

- (a) The term of membership of a member shall be annual, subject to renewal in accordance with the policies of the Corporation;

- (b) Each member is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one (1) vote at such meetings;
- (c) Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **2.02 Notice of Meeting of Members**

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

- (a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- (b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.01 Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) A member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;

- (c) A member may withdraw from the Corporation and terminate his membership by delivering a written resignation to the Secretary of the Corporation;
- (d) The member is expelled in accordance with section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- (e) The member's term of membership expires; or
- (f) The Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **3.03 Discipline of Members**

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

- (a) Violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or
- (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 CEO, 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 CEO, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the CEO, the CEO, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 4 – MEETINGS OF MEMBERS**

### **4.01 Persons Entitled to be Present**

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

### **4.02 Chair of the Meeting**

The board shall elect from among the directors a chair of the board. The chair of the board shall be the chairperson (the “chair”) at all meetings of members.

In the event that the chair of the board is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **4.03 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be fifty percent (50%) of the members entitled to vote at the meeting. If the 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.

### **4.04 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **4.05 Business to be Conducted at Meeting of Members**

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditor shall be presented and a board of directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any

meeting of the members. The board or the CEO shall have power to call, at any time, a general meeting of the members of the Corporation.

## **SECTION 5 – DIRECTORS**

### **5.01 Election and Term**

Subject to the articles, the members shall elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third (3rd) annual meeting of members following the election.

### **5.02 Qualifications of Directors**

All directors shall be members of the Corporation.

### **5.03 Remuneration of Directors**

Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the board, director's expenses related to their attendance may be allowed for their attendance at each regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

### **5.04 Powers of the Directors**

The board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation, such rules and regulations shall cease to have force and effect.

The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.

The remuneration of all officers shall be fixed by the board by resolution. The remuneration of agents, employees and committee members shall be fixed by the CEO within budgetary limits fixed by the board by resolution.

### **5.05 Indemnities to Directors and Others**

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and its 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 Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of 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 willful neglect or default.

## **SECTION 6 – MEETINGS OF DIRECTORS**

### **6.01 Calling of Meetings**

Director's meetings may be formally called by the CEO or by the Secretary on the direction in writing of two (2) directors.

### **6.02 Notice of Meeting**

Except as otherwise required by law, the board may hold a directors meeting at such place or places as it may from time to time determine. No formal notice of any meeting shall be necessary if all the directors are present or if, before the meeting, the directors waive notice thereof or otherwise signify their consent to the holding of such meeting in their absence. Notice of such meetings shall be by telephone or delivered personally or by electronic means to each director not less than forty-eight (48) hours before the meeting is to take place, or shall be mailed to each director not less than one (1) week before the meeting is to take place. The certificate of the Secretary or CEO that notice has been given pursuant to these by-laws shall be sufficient and conclusive evidence of the giving of such notice.

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.03 Regular Meetings**



The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof of the business to be transacted to be specified in the notice.

A directors' meeting may be held without notice immediately following the annual or other meeting of the members of the Corporation.

#### **6.04 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes of the meeting 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.

#### **6.05 Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

### **SECTION 7 – OFFICERS**

#### **7.01 Description of Offices**

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are elected, shall have the following duties and powers associated with their positions:

- (a) President and Chief Executive Officer (the “CEO”): The CEO shall provide for the general and active management of the business of the Corporation. The CEO shall see that orders and resolutions of the board are carried into effect and that the CEO or the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and other documents requiring the signatures of the officers of the Corporation.

- (b) Treasurer: The Treasurer shall have the custody of the corporate funds and securities 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 the valuable effects in the name and to the credit of the Corporation in such bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the board from time to time. He 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 CEO and directors at the regular meeting of the board, or whenever they may require it, an account of all the transactions and a statement of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board.
- (c) Secretary: The Secretary may be empowered by the board, upon resolution of the board, to carry out the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board and shall perform such other duties as may be prescribed by the board or the CEO, under whose supervision he shall be. He shall be custodian of the seal of the Corporation which he shall deliver only when authorized by a resolution of the board to do so and to such person or persons as may be named in the resolution.

The duties of all other officer of the Corporation shall be such as the terms of their engagement call for or the board require of them. Any two (2) offices may be held by the same person.

The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## **7.02 Vacancy in Office**

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

- (a) The officer's successor being appointed;
- (b) The officer's resignation;
- (c) Such officer ceasing to be a director (if a necessary qualification of appointment);
- (d) Such officer's death; or

(e) Such officer may be removed from office by a majority of the board.

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

## **SECTION 8 – NOTICES**

### **8.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board, pursuant to the Act, the articles the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- (b) If mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) If provided in the form of an electronic document in accordance with Part 17 of the Act.

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

## **8.02 Invalidation of any Provision of this by-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## **8.03 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 9 – DISPUTE RESOLUTION**

### **9.01 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

### **9.02 Dispute Resolution Mechanism**

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

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
  
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

**SECTION 10 – EFFECTIVE DATE**

**10.01 Effective Date**

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

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

Dated as of the \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
Director  
Name:

\_\_\_\_\_  
Director  
Name: