



ORIENTEERING
C A N A D A

C O N S T I T U T I O N

Ratified at the 1998 A.G.M.

Additions regarding the athletes' representative in 2.02 and 4.061 approved at the 2008 AGM

BY-LAW NO. 1

a by-law relating generally to the transaction of the business and affairs of the
CANADIAN ORIENTEERING FEDERATION

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

SECTION ONE THE FEDERATION

1.01 Name - The name of the Corporation is the Canadian Orienteering Federation and may hereinafter be referred to alternatively as the Corporation or the Federation.

1.02 Head Office - The Head Office of the Corporation shall be as the board may from time to time determine by resolution.

1.03 Corporate Seal - Until changed by resolution of the board, the corporate seal of the Corporation shall be in the form impressed hereon.

1.04 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.

1.05 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 his designate may affix the corporate seal thereto.

1.06 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 designed 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.

1.07 Auditors - The Federation shall have an auditor or auditors who shall be appointed in the manner provided by section 130 of The Canada Corporations Act, R.S.C. 1970, and who shall provide the reports and statements set out in section 132 of said Act.

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

SECTION TWO DIRECTORS

2.01 Number of Directors and Quorum - Until changed in accordance with the Act, the board shall consist of 7 directors of whom 4 shall constitute a quorum for the transaction of business.

2.02 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 Past President, the Athletes' Representative and the Executive Director shall be ex officio members of the Board of Directors. The elections shall take place in two parts:

- (a) the President and Vice President Finance shall be elected to the board at alternate annual meetings;
- (b) the five additional Directors shall be elected as follows: three in the year that the President is elected; two in the year that the Vice President Finance is elected.

Elected Directors will be assigned areas of responsibility such as: Standards, Performance Programs, Promotion, National Teams, Special Projects, Technology

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

- (a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;
- (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;
- (c) if he shall be removed from office by resolution of the members;
- (d) if by notice in writing to the Corporation he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

2.04 Vacancies - If a vacancy shall occur in the board, the remaining directors if constituting a quorum may appoint a qualified person to fill the vacancy for the remainder of the term. Prior to making the appointment, such an appointment must be approved by at least two-thirds of all the remaining directors which remaining directors must constitute a quorum. In the absence of a quorum the remaining directors shall forthwith call a meeting of members to fill the vacancy.

2.05 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 30 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.

2.06 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.

2.07 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.

2.08 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.

2.09 Chairman - The President, or in his absence, a vice president shall be chairman of any meeting of the board.

2.10 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 President or the chairman of the meeting shall cast the deciding vote.

2.11 Conflict of Interest - A director shall not be disqualified by reason of his office from contracting with the Corporation. Subject to the provisions of the Act, a director shall not by reason only of his office be accountable to the Corporation or to its shareholders for any profit or gain realized from a contract or transaction in which he has an interest, and such contract or transaction shall not be voidable by reason only of such interest, and such contract or transaction in which he 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.

2.12 Agenda - The board shall by resolution prescribe a basic agenda for all meetings of directors which agenda may be added to or varied for any particular meeting as circumstances may require. Such an agenda need neither be prepared nor delivered to the directors nor followed for any emergency meeting called pursuant to section 2.08. Such an agenda shall be circulated to all directors no later than 15 days prior to the particular meeting for which said an agenda has been prepared provided that no such agenda need be circulated prior to an emergency meeting called pursuant to section 2.08.

2.13 Minutes - The board shall by resolution prescribe the minimum or basic contents to be included in the minutes of all meetings of directors but such minimum or basic contents may be added to or varied for any particular meeting as circumstances may require.

2.14 Qualification of Directors - Any person who is a member in good standing of a provincial or territorial association, which is a member association in good standing with the Federation, and has the support of their association and who is not an employee of the C.O.F. or member association, is qualified to be nominated and elected as a director of the Federation.

SECTION THREE SPECIAL COMMITTEES

3.01 Special Committees - The Board may from time to time by resolution appoint such special committees as it may deem advisable and assign to such a special committee such duties of a temporary nature as the board shall determine. Such a special committee shall cease to exist when it has completed its assigned duties and made a report to the board. Further, it is provided that the President and the Executive Director shall be ex officio members of all committees except that the President shall not be a member (ex officio or otherwise) of the Nominating Committee if such a committee is created by the board.

SECTION FOUR OFFICERS

4.01 Election or Appointment - The election of President and Vice President Finance shall take place at each annual meeting of members according to Section 2, Item 2.02.

4.02 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 get prepared and circulated as required; ensuring that duties assigned to individual directors are properly carried out; and working closely with the Executive Director.

4.03 Vice President Finance - 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 his transactions as treasurer and of the financial position of the Corporation; and he shall have such other duties as the board or the President may prescribe.

4.04 Executive Vice-President - During the absence or disability of the President, his duties shall be performed and his powers exercised by the executive vice-president designated by the board after board elections are completed. The Executive Vice-President shall be an elected member of the board.

4.05 Executive Director - The executive director shall have, subject to the authority of the board and the supervision of President, general supervision of the affairs and business of

the Corporation and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed by the board and to settle the terms of their employment and remuneration; and he shall have such other duties as the board or the President may prescribe.

4.06 Past President - The individual who held the office of President immediately prior to the individual who currently holds the office of President is the Past President of the Federation provided that he is still a full member in good standing of a provincial/territorial association. The Past President, if any, shall be an ex officio member of the Board of Directors and may have any other duties assigned to him by the Board of Directors for a period not exceeding one year. The Past President has full voting privileges at all Directors meetings.

4.061 Athletes' Representative - The individual who represents the needs and views of national team athletes on the Board of Directors, as elected by the national team athletes themselves, is the Athletes' Representative provided s/he is a full member in good standing of a provincial/territorial association. The Athletes' Representative shall be an ex-officio member of the Board of Directors and may have other duties assigned to him/her by the Board of Directors. The Athlete's Representative has full voting privileges at all Directors' meetings.

4.07 Term of Office - The board may remove at its pleasure any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed by the board shall hold office until his successor is elected or appointed. The maximum consecutive length of office for an individual as President is two terms.

4.12 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 FIVE PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

5.01 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 or 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 tortious 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 his office or in relation thereto, unless the same are occasioned by his own willful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.

5.02 Indemnity - Subject to the limitation contained in the Act, every person and every 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 his 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 sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation.

5.03 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.

SECTION SIX MEMBERSHIP

6.01 Membership - Member Associations: Provincial/Territorial Orienteering associations that make application to receive approval as constituent bodies.

Individuals Honorary Life Members are approved by the membership at the Annual General Meeting.

6.02 Annual Fees - The annual fees of the Federation are set by the Board of Directors after consultation with the members at the Annual General Meeting.

6.03 Membership Year - The membership year of the Federation shall extend from January 1 - December 31.

6.04 Member Privileges - The Member Associations are entitled to all rights and privileges as members of the federation and are entitled to representation by a voting delegate at the Annual Meeting, one additional voting delegate when the affiliation fee of the provincial/territorial association equals 10% but is less than 20% of the total affiliation fees of all provincial/territorial associations, two additional voting delegates when the affiliation fees of the provincial/territorial association equals 20% but is less than 30% of the total affiliation fees of all provincial/territorial associations or three additional voting delegates when the affiliation fees of the provincial/territorial association is more than 30% of the total of all provincial/territorial associations.

6.05 Membership Renewal - Member associations shall renew their membership by a date designated each year or their membership privileges may be terminated by the Board and their membership in the Federation may be terminated at the Annual General Meeting following their failure to renew their membership by paying the previously determined financial obligations to the COF. Information of this date must be communicated to the member associations 60 days prior to the designated date.

SECTION SEVEN MEETINGS OF MEMBERS

7.01 Annual Meetings - The annual meeting of members shall be held at such time and on such day in each year as the board, the chairman of the board or the President may from time to time determine and it shall be listed in the schedule of events for the purpose of receiving the reports and statements required by the Act to be laid before the annual meetings, electing directors, appointing auditors and fixing or authorizing the board to fix

the remuneration of the auditors, and for the transaction of such other business as may properly be brought before the meeting.

7.02 Place of Meetings - Meetings of members shall be held at a place in Canada or at such other place or places outside Canada as the letter patent permit or, as the board shall determine.

7.03 Notice of Meetings - Notice of the time and place of each meeting of members shall be given in the manner provided in Section 8 not less than 30 nor more than 50 days before the date of the meeting to each member who at the close of business on the record date for notice is entered in the register of members as a member in good standing with the right to vote at the meeting. Notice of general meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

7.04 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 represented by proxy 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.

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

7.06 Persons Entitled to be Present - Persons entitled to attend national meetings shall be any individual who is a member in good standing with a member association of the Canadian Orienteering Federation, the auditors of the Corporation, and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

7.07 Quorum - A quorum for the transaction of business at any meeting of members shall be two-thirds of the number of members each being a member entitled to vote thereat.

7.08 Delegates - Every Provincial or Territorial Association entitled to vote at a meeting of members may appoint a person, who shall be a member of that provincial/territorial association, as their delegate to attend and act for them at the meeting in the manner, to the extent and with the power conferred by the appointing instrument.

7.09 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 the majority of the votes cast 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.

7.10 Voting Procedures - Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of voting cards unless a poll thereon is required or

demanding as hereinafter provided. Whenever a vote by show of voting cards 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.

7.11 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 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 EIGHT NOTICES

8.01 Method of Giving Notices - Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letter patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box; a notice 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 National Office may change or cause to be changed the recorded address of any member, director, office or auditor in accordance with any information believed by him to be reliable.

8.02 Alternate Method - Notwithstanding anything to the contrary contained in this by-law, notice to the members of the annual general meeting may be given by publication in the Federation's Newsletter at the earliest convenient date before the meeting is to be held provided that the notice so given be more than 30 days.

8.03 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.04 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.

8.05 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 letter patent, 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 Paper - 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 undertaking, 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 by Section 9.01 to such extent and in such manner as the board shall determine at the time of each such delegation.

SECTION TEN COMPETITION

10.01 Sanctioned Events - The Board may by resolution sanction national and international classes of meets and clinics held within Canada and may designate the classes of competitors, the place of the event, entry fees, registration procedures, the use of any funds raised, the number and qualifications of instructors and other officials at such events, the number and type of awards to be granted at such events, and any and all other duties, functions and responsibilities necessary and relevant to such events.

SECTION ELEVEN RIGHT OF APPEAL AND PROCEDURE

11.01 Any member of the Federation may appeal a decision on any matter made by any officer or special committee or the Board of Directors affecting the membership rights of that member, to the Board of Directors.

11.02 The appellant or his agent shall file a notice of appeal in writing with the Executive Director of the Federation within thirty days, or such longer period of time as the Board of Directors may prescribe upon application by the appellant, after receiving written notification of the decision which is to be appealed setting out the following information:

- (a) The person, committee or body whose decision is being appealed.
- (b) The capacity in which that person was acting when he or she made the decision, or the title of the committee or body making the decision.
- (c) The date the decision was made, and
- (d) The particulars of his grounds of appeal.

11.03 Upon receiving a notice of appeal the Executive Director shall notify the President of the Federation.

Within thirty days after the Executive Director receives a notice of appeal the Board of Directors shall appoint a day and hour for the hearing of the appeal which shall be not more than ninety days after the notice of appeal was received by the Executive Director.

11.04 Notwithstanding any other provision of these by-laws, a majority of the Board of Directors shall constitute a quorum sufficient to hear an appeal under this section. The appellant shall be entitled to be represented by counsel at the appellant's expense at the hearing of the appeal.

11.05 The decision of the Board of Directors shall be announced by the Chairman of the Board of Directors, or in his absence or inability to act the Chairman of the meeting at which the hearing was conducted, and the decision shall be final and binding on all parties to the appeal.

SECTION TWELVE AMENDMENTS TO BY-LAWS

12.01 Any alternations, amendments or additions to these by-laws must be approved by a majority vote of the members of the Federation present and voting in person .

12.02 Notices of motion for changes to by-laws must be submitted to membership with the Notice of Meeting, as in Section 7.03, at least 30 days prior to the Annual General Meeting.

SECTION THIRTEEN DISSOLUTION CLAUSE

13.01 In the event of the dissolution or winding-up of the Canadian Orienteering Federation all its remaining assets, after payment of liabilities shall be distributed to one or more recognized charitable organizations in Canada.

SECTION FOURTEEN INTERPRETATION

14.01 Definitions - In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise require:

"letter patent" means the letters patent of incorporation of the Corporation issued;

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

"by-laws" means this by-law and all other by-laws and special by-laws of the Corporation from time to time in force and effect;

"Corporation" means the corporation incorporated by letter patent under the Act and named;

"ex officio" means by virtue of one's office or position;

"meeting of members" includes an annual meeting or general meeting or members;

"signing officer" means, in relation to any instrument, and person authorized to sign the same on behalf of the Corporation by Section 1.05 of this by-law or by a resolution passed pursuant thereto;

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.