

CANADIAN SENIOR GAMES ASSOCIATION (CSGA)

L'ASSOCIATION CANADIENNE JEUX DES AÎNÉS (CSGA)

BY- LAW NO. 1

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

SECTION 1: GENERAL

1.01 Definitions:

In this by-law and all other by-laws of the Canadian Senior Games Association (CSGA), 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. "Association" means the Canadian Senior Games Association.

- c. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- d. "board" means the board of directors of the Association and "director" means a member of the board;
- e. "by-law" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- f. "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;
- g. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- h. "proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- j. "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 Association 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 Association shall be its custodian.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or

directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Association shall be the 31st of December in any given year.

1.06 Banking Arrangements

The banking business of the Association 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 of directors 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 Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in 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 Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2: MEMBERSHIP

- 2.01 Membership in the association shall be open to any individual or organization interested in furthering the objectives of the Association.
- 2.02 Any individual or organization may apply or reapply to the secretary to become a member of the Association, and shall become a member upon approval of the Board of Directors.
- 2.03 The Board of Directors, in their discretion, shall have the right to refuse membership, or to refuse continuing membership, to any individual or organization upon any proper grounds.

- 2.04 The Board of Directors may, by resolution, fix annual or special fees for each of the following classes of membership and the times and means by which fees shall be paid.
- 2.05 There shall be three classes of membership in the Association; all of which are non-transferable, styled as follows with the following rights attached to each representative class, namely:
- a. Voting Membership: shall be available and limited to one membership from each member provincial or territorial senior (55+) games organization. Such association shall be represented by an individual elected or appointed by the provincial or territorial organization. Such membership shall carry the right to vote at all meetings of the Association and each member shall be entitled to one vote. Voting members shall be entitled to notices of meetings;
 - b. Non-Voting Memberships: shall apply to all members, except members referred to in sub-clause (a) above. Such membership shall NOT carry the right to vote at meetings of the Association.
 - c. Honorary Membership: shall be reserved for, and limited to, any individual or organization which, from time to time, in the discretion of the Board of Directors, has given exemplary long time service to the Association, or is otherwise meritorious and deserving of recognition by the Association. Such member shall be a member for life, and shall have no vote at any meeting of the Association.
- 2.06 Each individual or organization member may attend each annual and all special general meetings of members of the Association.
- 2.07 Only a member in good standing, if otherwise entitled to, may vote at any meeting of the Association.
- 2.08 Withdrawal or removal from the Association.
- a. Any member may withdraw from the Association by submitting to the Secretary of the Association, a notice in writing of their desire to withdraw. Such withdrawal shall be effective upon receipt of the notice by the Secretary.
 - b. Any individual or organization removed from the membership list pursuant to these By-Laws, may apply to the Secretary to renew membership in the

Association upon payment of all current and outstanding fees, assessments or dues.

2.09 An individual or organization shall cease to be a member of the Association:

- a. by submitting their resignation in writing to the Secretary of the Association;
- b. on his/her death, or in the case of an organization, on dissolution;
- c. on being expelled; or
- d. on becoming a member not in good standing.

2.10 Expulsion from the Association.

- a. The Board of Directors may, by ordinary resolution expel a member at any time, and after written notice to the member to be expelled, membership in the Association is discontinued from the date stated in the resolution.
- b. A member may be expelled at any time by special resolution duly passed by the members of the Association and said member shall stand expelled from the membership in the Association from the date stated in the resolution.

2.11 All members are in good standing except a member who has failed to pay their current membership fee or assessment for any year. Such member shall be automatically removed from the membership list by the Secretary at the expiration of six months from the end of such year. The member shall lose all rights and privileges of membership in the Association.

SECTION 3: DIRECTORS

3.01 The property and business of the Association shall be managed by a Board of Directors, and the Board of Directors may exercise all the powers and do all the acts and things that the Association may exercise to do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject never the less, to the provisions of;

- a. all the laws effecting the Association;

- b. these by-laws; and
 - c. rules not being inconsistent with these by-laws; which are made from time to time by the members of the Association in general meeting.
- 3.02 Questions arising at any meeting of the Directors or any committee of the Directors shall be decided by a majority of votes, unless the Act or these by-laws otherwise provide.
- 3.03 No rule made by the members of the Association in a general meeting invalidates a prior act of the directors that would have been valid if the rule had not been made.
- 3.04 Any province or territory, on becoming a member, shall appoint or elect a representative to serve as Director. Each province/territory will have only one voting director and shall have no more than two Directors.
- a. All Directors must be individuals at least 18 years of age and with power under law to contract.
 - b. The term of office of the Directors shall be two (2) years. It is considered desirable for the election/appointment of Directors to be staggered so that all Directors are not new to their offices in the same year. The appointment or reappointment of each voting Director must be endorsed in writing by the President or Secretary of his member Association/Society.
 - c. The Board of directors shall meet by any means acceptable to the majority at least once between AGM's.
 - d. The office of a Director shall automatically be vacant if:
 - i. They resign their office by delivering a written resignation to the President or the Secretary of the appropriate Provincial or Territorial Association/Society.
 - ii. They are removed by special resolution.
 - e. The Board of Directors shall, upon a vacancy in the office of Director, request the Province/Territory's Senior/55+ Games organization to appoint another Director to fill the vacancy.

- f. Directors shall not be remunerated for being or acting as Directors but, by resolution of the Board, Directors may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Association.
- 3.05 The Directors may meet together at the times and places they think fit to dispatch business, and may adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 3.06 The Directors may from time to time fix the quorum necessary to transact business, and may adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 3.07 A Director may at any time, and the Secretary on the request of a Director, shall convene a meeting of the Directors.
- 3.08 Each Director shall receive three (3) days notice of any meetings of the Directors.
- a. No error or accidental omission in giving notice of any meeting or adjourned meeting of the Board of Directors or any error in a notice shall invalidate a meeting or make void any proceedings taken, provided a quorum was present at the said meeting.
 - b. Any Director may at any time waive notice of any meeting and may ratify any or all proceedings taken.
 - c. The Board may appoint a day, or days in any month, for regular meetings at a place and hour to be named. A copy of the 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.
- 3.09 Where it is deemed expedient, a Directors meeting may be called without notice and in such cases any six (6) Directors shall constitute a quorum. Business transacted at any such meeting shall be ratified at the next regular meeting of the Board, otherwise such business shall be null and void.
- 3.10 The Board may remove at its pleasure any Officer of the Association. The Board of Directors may also appoint such agents and employ such persons as they may deem necessary to carry out the objects of the Association and such agents and employees shall have such authority and perform such duties as may from time to time be prescribed by the Board of Directors.

- 3.11 The Directors may delegate any, but not all, of their powers to committees, consisting of such Director or Directors as they see fit, subject to any requirements of the Act.
- a. The President shall be the ex-officio member of all committees.
 - b. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors; and shall report every act, or thing done, in exercise of these powers to the earliest meeting of the Directors held after it has been done.
 - c. No committee shall have the power to act for, or on behalf of, the Board of the Association or otherwise commit or bind the Board of the Association to any course of action. Committees shall only have the power to make recommendations to the Executive Committee.
 - d. A committee shall elect a chairperson of its meetings, but if no chairperson is elected or if at a meeting the chairperson is not present within thirty minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their members to be chairperson of that meeting.
 - e. The members of the committee may meet and adjourn as they think proper.

SECTION 4: MEETINGS OF THE DIRECTORS

- 4.01 Special general meetings and the annual general meeting (AGM) of the Association shall be held in Canada at such time and place in accordance with these By-Laws as the Directors may decide.
- 4.02 In years when Canada 55+ Games are held, the AGM shall be held at the time and place of, and in conjunction with, the Games.
- 4.03 Every general meeting, other than the AGM, is a special general meeting.
- 4.04 The Directors may, at their discretion, convene a special general meeting at any time.

- 4.05 The President shall call an annual general meeting or a special general meeting of the members of the Association within sixty (60) days after receipt of a written request for a meeting signed by at least one-third (1/3) of the members.
- 4.06 Notice of Meetings
- a. Every voting member shall receive sixty (60) days prior written notice of each annual and all special meetings on members of the Association. In the discretion of the Board of Directors, the non-voting members may be given notice of such meetings by publication of a notice thereof in newspapers circulating in the areas of residence of the members, or otherwise.
 - b. Notice of a general meeting shall specify the place, the day and the hour of commencement of the meeting, and, in the case of special business, sufficient information to allow a member to form a reasoned judgement.
 - c. The accidental omission to give notice of a general meeting to, or the non-receipt of notice by any of the members entitled to receive notice, or any errors in such notice, does not invalidate proceedings at that meeting.
 - d. Any voting member may, at any time, waive notice of any meeting and any voting member may ratify any and all proceedings taken or had at it.
- 4.07 An AGM shall be held at least once every calendar year and not more than fifteen (15) months after holding of the last preceding annual general meeting.
- 4.08 At any annual, general or special meeting, fifty (50%) percent of the voting members in good standing entitled to vote shall constitute a quorum.
- 4.09 Each voting member, except the President or the Chairperson as the case may be, shall have one (1) vote. Questions arising at any meeting of the members shall be decided by a majority of votes of the members entitled to vote in the case of matters to be decided by an ordinary resolution, and by a vote of two-thirds (2/3) of the members entitled to vote in the case of matters to be decided by special resolution. In the case of an equality of votes, the resolution shall be considered to be defeated.
- 4.10 **Telephone Participation** – The Directors of the Association may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference, or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the Association.

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

a. the Board of Directors of the Association has 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 a quorum and recording votes;

i. In the case of a meeting held by means of email each Director shall be sent the agenda by the President or the Secretary and a reply required to signify receipt will be required. A quorum will be established once a majority of the total number of Directors has responded and is available.

Votes from each participating Director will be sent to the Secretary or the President by email, recorded by that individual, and the result of the vote announced. Email votes will be retained by the Secretary or the President until the conclusion of the next AGM.

ii. In the case of a meeting held by "Chat", "Net Meeting" or other such electronic means, a quorum of a majority of the total number of Directors shall be established by requiring each Director to sign in and signify attendance.

Votes from each participating Director will be sent to the Secretary or the President by email, recorded by that individual and the result of the vote announced. Email votes will be retained by the Secretary or the President until the conclusion of the next AGM.

Security shall be ensured by access to the "Chat" or "Net Meeting" requiring a password established each time by the President or the Secretary.

b. each Director has equal access to the specific means of communication 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.

4.11 Written resolutions to approve a certain type of matter is acceptable unless the Act requires a meeting to approve that type of matter. Such written resolution must be signed by all voting members entitled to vote thereon.

SECTION 5: OFFICERS

- 5.01 The Directors shall elect or appoint individuals from among themselves to fill the offices of President, Vice-President, Secretary and Treasurer. Each officer shall be from a different province or territory. These officers shall constitute the Executive Committee of the Board. A province/territory may appoint a voting director while also having an elected officer on the Executive Committee. The executive officer on being elected to the Executive Committee will not have a vote at any general or directors meetings other than the Executive Committee meetings if there is a voting member from the province/territory in attendance.
- 5.02 The Executive Committee of the Association shall:
- a. consist of the President, Past-President, Vice-President, Secretary and Treasurer;
 - b. be responsible to the Board of the Association for the Canada 55+ Games program between meetings of the Board;
 - c. meet by any means acceptable to the majority; and
 - d. consist of not less than three (3) members in order to constitute a quorum.
- 5.03 The **President** is the chief executive officer of the Association and shall supervise the other officers in the execution of their duties.
- 5.04 The **Past-President** shall assist the executive in the transition period following the election of a new President. The Past-President shall accept ad hoc and short-term assignments and other duties as required by the Executive or Board and shall be responsible for the preparation of the Nomination Slate of Officers for election of officers at the AGM.
- 5.05 The **Vice-President**, in the absence or disability of the President, shall carry out the duties of the President and shall perform all other duties from time to time as may be imposed by the Board.
- 5.06 The **Secretary** shall:
- a. conduct the correspondence of the Association;
 - b. issue notices of meetings of the Association and Directors;

- c. record all votes and attend and keep minutes of all meetings of the Association and the Directors, and the books to be kept for that purpose;
- d. have custody of all records and documents of the Association except those required to be kept by the Treasurer;
- e. have custody of the common seal of the Association;
- f. maintain the register of members; and
- g. perform all other duties from time to time as may be imposed by the Board.

5.07 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

5.08 The **Treasurer** shall:

- a. have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all the monies, securities and other valuable effects in the name, and to the credit, of the Association in a chartered bank or trust company or, in the case of securities, with a registered dealer of securities that may be designated by the Board from time to time;
- b. disburse the funds of the Association as may be directed by the proper authority, taking vouchers for those disbursements;
- c. render to the President and Directors at regular meetings of the Board, or whenever the Directors may require, an accounting of all transactions and statement of financial position of the Association;
- d. keep such financial records and prepare financial statements in accordance with the generally accepted accounting principles as set out in the Canadian Institute of Chartered Accountants Handbook.
- e. render financial statements to the Directors, members and others when required; and
- f. perform other duties from time to time as may be imposed by the Board.

SECTION 6: BORROWING

- 6.01 The Directors of the Association may from time to time, without the authorization of the members:
- a. borrow money on the credit of the Association;
 - b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
 - c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.
- 6.02 Delegation of such powers by the directors to such officers or directors will normally be limited to members of the executive, but may be given to other directors if agreed upon by the majority of the Board.
- 6.03 Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.”

SECTION 7: PUBLIC ACCOUNTANT

- 7.01 The members shall at each AGM, appoint a public accountant or accountants to review the accounts of the Association, to hold office until they are re-elected or their successor is elected at the next AGM of the Association.
- 7.02 The members shall at each AGM, by ordinary resolution, request the public accountant to conduct a review engagement or audit based on the gross annual revenues.
- 7.03 A public accountant may be removed by ordinary resolution of the members of the Association.
- 7.04 A public accountant shall be promptly informed in writing of their appointment or removal.
- 7.05 No Director or employee of the Association shall be the public accountant.
- 7.06 The Directors may fill a casual vacancy in the office of the public accountant.

- 7.07 The remuneration of the public accountant, if any, shall be fixed by the Directors.
- 7.08 The public accountant may attend general meetings.
- 7.09 A complete audited or review engagement of financial statements for the previous year shall be submitted for the information and approval of the members at the AGM of the Association. Annual financial statements must be forwarded to Corporations Canada not later than 6 months after the end of the Association's preceding financial year.

SECTION 8: NOTICE TO MEMBERS

- 8.01 A notice may be given to a member, either personally, by telephone, by voice mail, by mail or by electronic transmission (fax or email).
- 8.02 A notice sent by mail is deemed to have been given on the second day following that on which the notice is posted, and in proving that the notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian Post Office receptacle.
- 8.03 Notice of a general meeting shall be given to:
- a. every voting member shown on the register of members on the day notice is given;
 - b. the public accountant; and
 - c. Honorary members.
- 8.04 No other person is entitled to receive notice of a general meeting.

SECTION 9: BY-LAWS

- 9.01 On being admitted to membership, a member is entitled to, and the Association shall provide them, without charge, a copy of the By-Laws of the Association.
- 9.02 The books and records of the Association may be inspected by any member in good standing at any AGM of the Association or at any time upon giving reasonable notice to the Treasurer.

- 9.03 These By-Laws shall not be amended, added to, or repealed; except by special resolution of the members of the Association.
- 9.04 The enactment, amendment or repeal of any By-Law shall not be enforced or acted upon until notice of said enforcement, amendment or repeal has been filed with the registrar of corporations and has been approved by the Minister responsible under the Act.
- 9.05 Notice of any meeting of members called to consider the enactment, amendment or repeal of any By-Law shall set out the substance of the proposed enactment, amendment or repeal in full.

SECTION 10: GENERAL

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

SECTION 11: CSGA LOGO

- 11.01 The Associations revised Logo was approved – minutes from AGM dated August 30/September 1, 2011. Using as its centre piece, the stylised red maple leaf – colour Pantone 185 – Dutch fireball, and ribbon "S" – colour Pantone 320 – Teal (greenish-blue), with the number 55+ to the right of the "S".

SECTION 12: CSGA FLAG

- 12.01 The Associations Flag was approved – minutes from AGM dated September 14, 1996. Using as its centre piece, the stylised red maple leaf – colour Pantone 185 – Dutch fireball, and ribbon "S" – colour Pantone 320 – Teal, set on a square white background with the number 55+ to the right of and adjacent to "S", one in

number, flanked by two gold fields – colour Pantone 122 Gold, the gold in the flag represents the "Golden Years", the red symbolizes the courage, wisdom and experience of the competitors, the White stands for sportsmanship and fair play, the Teal symbolizes the ever growing enthusiasm of seniors for participation as well as portrays the fertile land of the country combined with the three oceans surrounding it, and the 55+'s stand for the age inclusion of the participants.

12.02 The overall measurements six (6) feet, four (4) inches by three (3) feet; with the white centre panel being three (3) feet by three (3) feet, the gold panels one (1) foot six (6) inches by three (3) feet, the white hoist band four (4) inches by three (3) feet and is to the left of and adjacent to the gold field.

SECTION 13: ROBERTS RULES OF PRACTICE

13.01 All meetings, including without limitation any meeting involving Provincial Associations/Societies or Directors shall be conducted, unless specified otherwise in these By-Laws, pursuant to the latest version of the modern Roberts Rules of Order.

SECTION 14: DISTRIBUTION OF REMAINING ASSETS UPON LIQUIDATION

14.01 Although the Association does not possess any property, other assets such as cash and investments must be disposed of if and when liquidation may become necessary.

14.02 In the event of dissolution of the Association and after payment of all of its liabilities, all monetary assets remaining will be divided up proportionally among all members in good standing. The proportions for each member province/territory will be based in accordance with the annual dues that each member is paying at the time of liquidation.

SECTION 15 - EFFECTIVE DATE

15.01 Effective Date

Subject to matters requiring a special resolution, 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 Association by resolution on the 10th day of July, 2015 and confirmed by the members of the Association by special resolution on the 5th day of August, 2015.

Dated as of the 5th day of August, 2015.

Peter Nordland, President