



BY-LAWS

ARTICLE I: GENERAL

- 1.1 **Purpose** – These By-laws relate to the general conduct of the affairs of the Canada West Universities Athletic Association, a Canadian Corporation, hereinafter referred to as “Canada West”.
- 1.2 **Name** – The name of the Association will be the Canada West Universities Athletic Association.
- 1.3 **Definitions** – Unless context otherwise specifies or requires, the following terms have these meanings in these By-laws:
- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
 - b) *Annual General Meeting* – the annual general meeting of the Members;
 - c) *Association* – Canada West Universities Athletic Association;
 - d) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution, or revival of the Association;
 - e) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual General Meeting to audit the books, accounts, and records of Association for a report to the Members at the next Annual General Meeting;
 - f) *Board* – the Board of Directors of the Association;
 - g) *By-laws* – shall mean these and all other by-laws of the Association in effect from time to time;
 - h) *Days* – days irrespective of weekends and holidays;
 - i) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
 - j) *Member* – those entities admitted as members of the Association pursuant to these By-laws;
 - k) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws;
 - l) *Ordinary Resolution** – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
 - m) *Proposal* – a proposal submitted by a Member of the Association that meets the requirements of Section 163 of the Act;

- n) *Canada Not-for-Profit Corporations Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time.
- o) *Regular Meetings* – shall have the meaning as provided in section 3.3 of these by-laws; and
- p) *Special Meeting* – shall have the meaning as provided in section 3.4 of these by-laws; and
- q) *Special Resolution** – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- r) *Canada West Staff* – irrespective of formal title, refers to the individual assigned by the Board as the top level manager, who subsequently has the authority to delegate tasks referenced herein to other Canada West staff.

****Per adoption by members at 2022 AGM:***

To clarify that all types of resolutions referenced within the bylaws and CW policies, abstentions are counted and noted as votes cast, but are not considered a “yes” or “no” vote. Members will not be required to cast a vote on any resolution and their abstentions will reduce the required threshold for resolutions to pass.

For example, if a simple majority is required, and 17 members are eligible to vote on a motion, 2 abstain, 8 vote in favour, 7 against, the motion would pass (8/15).

- 1.4 Head Office – The head office of the Association will be located in the province of British Columbia at such address as the Board may, by Ordinary Resolution, determine.
- 1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
- 1.6 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 objectives, mission, vision and values of the Association.
- 1.7 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members, Committees, and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- 1.8 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title or program will include any successor organizational name, title or program. Other than as

specified in section 1.1 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

- 1.9 Invalidity of any provisions of these By-Laws – The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.
- 1.10 Affiliation – The association will be affiliated with U SPORTS.

ARTICLE II: MEMBERSHIP

Membership Categories

- 2.1 Categories – The Association has the following categories of Members:
- a) Probationary Members
 - b) Full Members

Conditions and Qualifications for Membership

- 2.2 Probationary Members – Probationary Membership will be available only to post-secondary institutions that meet the following qualifications:
- a) Is a post-secondary institution of learning whose primary purpose is the grant of undergraduate degrees and offers full-time programs, which lead to degrees, diplomas, or certificates satisfactory to the Association and the Canadian Interuniversity Sport;
 - b) Is a member of the Association of Universities and Colleges of Canada (AUCC);
 - ↔ Is eligible for membership in U SPORTS;
 - d) Agree to participate annually in a minimum of two (2) male and two (2) female Association league sports, and operates with a gender equity at the institutional level;
 - e) Has applied for membership within the Association in accordance with the Association's Membership Policy;
 - f) Ensures all participants are properly registered within their own post-secondary institution and subsequently with the Association;
 - g) Ensures that all participants (student-athletes, coaches, administrators and support staff) complies and agrees to abide by the Association's and the U SPORTS By-laws, policies, procedures, rules and regulations;
 - h) Complies with and agrees to abide by the Association's By-laws, policies, procedures, rules and regulations; and
 - i) Obtains approval from the Association to hold or apply for membership in other intercollegiate associations.
 - j) Has been granted Probationary Membership status upon a three-quarter (3/4) majority vote of the voting delegates at an AGM.

k) Has been granted Probationary Membership status within the U SPORTS prior to the start of their second year of probation with the Association.

2.3 Full Member – Full Membership will be available only to Probationary Members who continues to meet the conditions set out in 2.2 (a) – (k), in addition to the meeting the following qualifications:

- a) Has successfully completed three (3) full years as a Probationary Member; and
- b) Has been granted Full Membership status upon a by a three-quarter (3/4) majority vote of the voting Delegates at an AGM.
- c) Has been granted Full Membership status within U SPORTS.

Admission of Members

2.4 Admission of Probationary Members – A candidate member will be admitted as a Probationary Member once:

- a) The candidate makes an application for membership in a manner prescribed in the Association’s Membership Policy.
- b) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Association;
- d) The candidate member has met the applicable requirements listed in Section 2.2; and
- e) The candidate member has been approved by a three-quarter (3/4) majority of the members at the AGM.

2.5 Admission of Full Members – A Probationary Member will be admitted as a Full Member once:

- a) The candidate makes an application for membership in a manner prescribed in the Association’s Membership Policy.
- b) The candidate member has paid dues as prescribed by the Board;
- c) The candidate member has met the applicable requirements listed in Section 2.3; and
- d) The candidate member has been approved by a three-quarter (3/4) majority of the members at the AGM.

Transfer of Membership

2.6 Transfer – Any interest arising out of membership in the Association is not transferable.

Duration

2.7 Duration of Membership – Membership within the Association will terminate as follows:
a) Probationary Member – Probationary Membership may be ascertained up to a maximum of three (3) years, unless extended by Special Resolution of the voting

Members, subject to termination in accordance with the By-laws and/or the Association's Membership Policy

- b) Full Member – Full Membership remains in perpetuity, subject to termination in accordance with the By-laws and/or the Association's Membership Policy.

Membership Dues

- 2.8 Dues – Membership dues for all categories of membership will be determined annually by the voting members by way of Ordinary Resolution.
- 2.9 Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within two (2) months of the due date, the Member will be fined in accordance with the Association's Finance Policy.
- 2.10 Suspension – A Member may be suspended for failing to pay membership dues, fines, penalties or other monies owed to the Association by the deadline dates determined by the Board of Directors. Membership dues, fines, penalties or other monies owed to the Association which remain unpaid for an additional 60 days may result in termination of membership as determined by the Board.

Withdrawal and Termination of Membership

- 2.11 Withdrawal and Termination – Membership in the Association is terminated when:
 - a) The Member dissolves or ceases to exist;
 - b) The Member fails to maintain any of the qualifications or conditions of membership described in Sections 2.2 - 2.3, as applicable, of these By-laws or the Association's Membership Policy;
 - c) The Member resigns from the Association in accordance with the Association's Membership Policy;
 - d) In the case of a Probationary Member, the Probationary Member does not secure membership with U SPORTS after their first year of probation with the Association.
 - e) In the case of a Probationary Member, the Probationary Member fails to achieve a three-quarter (3/4) majority vote for continuance as a Full Member after their three (3) years as a Probationary Member or to continue as a Probationary Member as outlined in Section 2.8;
 - f) The Probationary or Full Member has failed to comply with Association policies and is removed by a three-quarter (3/4) majority vote of the voting Members at an Annual General Meeting or Special Meeting, provided the Member has been given written notice of, and the opportunity to present and to be heard at, such meeting;
 - g) The Association is liquidated or dissolved under the Act.

- 2.12 May Not Resign – A Member may not resign from the Association if the Member is subject to disciplinary investigation or action.
- 2.13 Discipline – A Member may be suspended or expelled from the Association in accordance with the Association’s policies and procedures relating to discipline of Members.
- 2.14 Suspension and/or Loss of Privileges – A member may be suspended and/or lose privileges by a three-quarter (3/4) majority vote of the voting members at an Annual General Meeting, Regular Meeting or Special Meeting provided the Member has been given written notice of, and the opportunity to present and to be heard at, such meeting.
- 2.15 Effects of Termination – Subject to the Articles, upon termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

Good Standing

- 2.17 Definition – A Member of the Association will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
 - b) Has not been suspended, lost privileges or expelled from membership, or had other restrictions or sanctions imposed;
 - c) Has completed and remitted all documents as required by the Association;
 - d) Has complied with the By-laws, policies, procedures, rules and regulations of the Association;
 - e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f) Has paid all required membership dues or debts to the Association, if any, for the fiscal year in question within the 60 days following the fiscal year end.
- 2.18 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 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.

ARTICLE III: MEETINGS OF MEMBERS

- 3.1 Types of Meetings – Meetings of Members will include Annual General Meetings, Regular Meetings and Special Meetings.

- 3.2 Annual General Meeting – The Annual General Meeting of the Members shall be called by the President or the Board of Directors at a location, time and with notice pursuant to these By-laws and the Act. At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditor shall be presented. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting but not later than six (6) months after the end of the Association’s preceding financial year.
- 3.3 Regular Meetings – A Regular Meeting of Members shall be called by the President or the Board of Directors at a location, time and with notice pursuant to these By-laws and the Act.
- 3.4 Special Meeting – A Special Meeting of the Members may be called at any time by the President, the Board of Directors or upon the written requisition of members who hold 5% of the votes of the Association. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called. Special Meetings are used to address matters which may arise between regular meetings and require action by the society before the next regular meeting, or to dedicate an entire session to one or more particular matters.
- 3.5 Location and Date – The Association will hold meetings of Members at such date, time and place as determined by the Board.
- 3.6 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 Association makes available such a communication facility.
- 3.7 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 3.8 Notice – Notice will include the time and place of a meeting, the proposed agenda, and reasonable information to permit Members to make informed decisions, and shall 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 Association's website not less than thirty (30) days prior to the date of the meeting.
 - d) Due notice of a Special Meeting and of the business to come before such meeting shall be given by the Canada West Staff to all members at least four days before the meeting.
- 3.9 Change in Notice Requirements – Pursuant to Section 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendment to the By-laws of the Association to change the manner of giving notice to Members entitled to vote at a meeting of Members.
- 3.10 Persons Entitled to Attend – All categories of membership, the Directors and the auditor of the Association and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Association are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the Board or by resolution of the members.
- 3.11 Observers – Members are entitled to appoint up to two (2) observers who may attend meetings of Members. Observers may be provided speaking privileges as determined by the Chair.
- 3.12 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Members in attendance and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned for less than 31 days, no notice will be required for any adjourned meeting. If the meeting is adjourned for 31 days or more, notice of the adjourned meeting shall be given as for an original meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 3.13 Parliamentarian – A parliamentarian may be appointed to chair meetings of members.
- 3.14 Reports – The President's, Vice President's and Canada West Staff Reports will be circulated to the Members fourteen (14) days prior to the Annual General Meeting.
- 3.15 Agenda – The agenda for the Annual General Meeting may include:
- a) Call to Order
 - b) Establishment of Quorum and Declaration of voting Delegates
 - c) Appointment of Scrutineers
 - d) Approval of the Agenda

- e) Adoption of Minutes of the previous Annual General Meeting and Business arising from previous meeting
 - f) Presentation of Reports
 - i. President
 - ii. Vice President – Planning and Research
 - iii. Vice President – Sport
 - iv. Vice President – Marketing & Communication
 - v. Vice President – Finance
 - vi. Vice President – Equity, Diversity, and Inclusion**
 - vii. Conference Office Report
 - g) Finance
 - i. Approval of Auditors Report and Financial Statements
 - ii. Appointment of Auditors
 - iii. Presentation of Budget
 - h) Membership
 - i) Constitution, By-laws and Policies
 - j) New Business as Specified in the Meeting Notice
 - k) Election of New Directors, Officers and Committee Members at large
 - l) Appointments
 - m) Adjournment
- 3.16 New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least twenty-one (21) days prior to the meeting date. Additions to the agenda will only be permitted by Ordinary Resolution of the Members.
- 3.17 Notices of Motion – Notices of Motion must be received in writing to the CW Office at least twenty-one (21) days prior to the meeting and shall contain the Bylaw, Policy and/or Playing Regulation to which the motion refers. Notices of Motions may be submitted by Members in good standing or Committees. The text of the motion should contain only the statement of the motion and rationale. A Notice of Motion not received in writing at least twenty-one (21) days prior to the meeting may only be considered if a majority vote of the Members agrees that it may be considered.
- 3.18 Quorum – Two Thirds (2/3) of the voting Full Members in good standing will constitute a quorum.
- 3.19 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

3.20 Voting Privileges – Members will have the following voting rights at all meetings of Members:

- a) Probationary Members are entitled to appoint one (1) Delegate to attend the meetings, but are not entitled to vote (unless the matter deals with a Fundamental Change – refer to Article IX of these by-laws).
- b) Full Members will be entitled to appoint one (1) Delegate who will be entitled to one (1) vote.
- c) Members shall not vote in matters pertaining to Playing Regulations in which they do not participate, and which have no financial impact upon the continued operation of the Association.

3.21 Delegates – Each Member’s President (or designate) shall name one voting member and one alternate by email at least 14 days prior to the Annual General Meeting. Each delegate will represent their institution at all Canada West meetings thereafter until Canada West is notified by the institution that a replacement has been named. Directors of the Association are not precluded from acting as Delegates.

3.22 Absentee Voting – There will be no absentee or proxy voting.

3.23 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.24 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, unless a secret or recorded ballot is requested by a voting Member. A secret ballot is required for elections. A Member may abstain from voting and request to have their abstention recorded and an abstention will not be counted as having cast a vote.

3.25 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes calculated on an aggregate basis, will decide each issue. In the case of a tie, the issue is defeated.

3.26 Voting via Electronic Means - From time to time, it may be necessary for Members to vote on an issue via electronic means. This shall be permitted provided that discussion and consultation on the issue have taken place, and the motion presented reflects the nature of the debate. The Members may meet or vote by electronic means provided that:

- a) The Members are able to communicate adequately with each other.
- b) The Board of Directors has passed a resolution addressing the mechanics of holding such a meeting or vote and dealing specifically with how security issues should be handled and the procedure for establishing quorum and recording the vote.
- c) Each Member has equal access to the specific means of communication to be used;

- d) The motion and sufficient information so as to provide an opportunity to form a reasoned judgment on the issue must be circulated at least fourteen (14) days prior to the voting deadline date.
- e) Each Member shall have only one e-mail vote.
- f) Item 3.25 regarding majority approval shall apply to voting via electronic means.
- g) Item 3.18 regarding quorum shall apply to voting via electronic means.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors –The Board will consist of the following:

- a) President
- b) Vice President Planning and Research (P&R)
- c) Vice President – Sport
- d) Vice President – Finance
- e) Vice President – Marketing & Communications
- f) Vice President – Equity, Diversity, & Inclusion
- g) One (1) Appointed Director-at-Large
- h) Canada West Staff (ex-officio, non-voting)

Eligibility of Directors

4.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who are full-time faculty and/or administrative employees of Full Members, who does not have the status of bankrupt, who meets one or more of the skills and characteristics defined in Section 4.3, is eligible to be nominated for election as a Director.

Election of Directors

4.3 Skills and Characteristics – Potential Directors will have one or more of the following core competencies:

- a) Relevant sport background and knowledge as an athlete, coach, official, administrator or volunteer leader at the University/College level;
- b) Knowledge of strategic and business planning;
- c) Knowledge of human resources management;
- d) Knowledge of legal and risk management;
- e) Knowledge of business and corporate experience, including expertise in financial management; and
- f) Demonstrated leadership skills in non-profit including revenue generation or other endeavors.

- 4.4 Nominations Committee - The Board will appoint a Chair of the Nominations Committee and two other committee members. Nominations for Board of Directors positions shall be included on the slate of nominees prepared by the Committee. Nominations shall also be received from the floor of the Annual General Meeting.
- 4.5 Nomination – Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature on the “Nomination Form” that “I consent to let my name stand for election as a Director of the Canada West Universities Athletic Association Board of Directors”;
 - b) Comply with the procedures established by the Nominations Committee; and
 - c) Be submitted to the Head Office of the Association thirty (30) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 4.6 Nominations from the Floor – In the event that a position for the election of a Director is not nominated, nominations may be accepted from the floor.
- 4.7 Election Decisions – Elections will be decided as follows:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominees receiving the same number of votes for the Director’s position will participate in a run-off vote. The nominee receiving the most votes will be determined the winner. If there continues to be a tie, the winner will be decided by the Board of Directors by Ordinary Resolution.
 - c) Three or more Nominations – A points-based system to elect the winner will be utilized (3 points for first, 2 points for second, 1 point for third). The nominee receiving the most points will be determined the winner. In case of a tie, the recipient with the most first place votes will finish ahead of the other nominees. If still tied, the nominee who receives more second-place rankings will finish ahead of the other tied nominees, then third etc.
- 4.8 Election – The election of the Vice President P&R, Vice President - Sport, Vice President - Finance, Vice President – Marketing & Communications and Vice President - Equity, Diversity & Inclusion will take place at the Annual General Meeting of members as follows:
- a) Commencing in 2015 and alternate Annual General Meetings thereafter to those listed in subsection b, the Vice President - Finance, Vice President – Marketing & Communications and the Vice President – Equity, Diversity & Inclusion ~~Director-at-Large~~ will be elected to the Board of Directors; and
 - b) Commencing in 2014 and alternate Annual General Meeting thereafter to those listed in subsection a, the Vice President – Sport and the Vice President – Planning & Research will be elected to the Board of Directors.

- 4.9 Terms of Vice President Planning and Research, Vice President Sport, Vice President Finance, Vice President Marketing & Communications, and Vice President, Equity, Diversity and Inclusion will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.
- 4.10 Term of President – The President serves a two-year term and may run for office for consecutive two-year terms. The President will hold office until a successor has been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Appointed Director

- 4.12 Appointed Director at Large – At a Board meeting after elections, the Board may appoint one (1) individual to act as the Appointed Director at Large for a one (1) year term. For clarity, the number of appointed Directors cannot exceed more than one-third (1/3) of the Directors elected at the previous Annual Meeting.
- 4.13 Vacancy of Appointed Director at Large – If the Board does not appoint an individual as a Director at Large in accordance with Section 4.12, the position of Appointed Director at Large will remain vacant. If the position of Appointed Director at Large is vacated for any reason, the Board of Director may appoint a qualified individual for the balance of the term.

Suspension, Resignation and Removal of Directors

- 4.14 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.15 Vacate Office – The office of any Director will be vacated automatically if the Director:
- a) Fails to attend three (3) consecutive Board meetings without the approval of the President;
 - b) Is no longer a full-time faculty or administrative employee of a Full Member;
 - c) Is found by a court to be of unsound mind;
 - d) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
 - e) Changes their permanent residence outside of Canada; or
 - f) Upon the Director's death.

- 4.16 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his position as an Officer.
- 4.17 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Association’s policies related to discipline, by Special Resolution of the Board at a Board meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

- 4.18 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy until the next Annual General 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.

Meetings

- 4.19 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.
- 4.20 Notice – Notice of Board meetings will be given to all Directors at least three (3) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. In urgent situations and at the sole discretion of the President, a Board meeting may be called with three (3) hours’ notice.
- 4.21 Number of Meetings – The Board will hold at least four (4) meetings per fiscal year.
- 4.22 Quorum – At any meeting of the Board, quorum will consist of three (3) Directors holding office.
- 4.23 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the resolution is defeated.
- 4.24 Absentee Voting – There will be no absentee or proxy voting by Directors.

- 4.25 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.26 Meetings by Teleconference or Other Electronic Means – The Directors may meet by teleconference or other electronic means that permit 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 a quorum and for 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.
- 4.27 Attending by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

- 4.28 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
- 4.29 Empowered – Notwithstanding Section 4.28, the Board will be empowered to:
- a) Make policies and procedures or manage the affairs of the Association in accordance with the Act and these By-laws.
 - b) Make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
 - c) Make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.
 - d) Employ or engage under contract the Canada West Staff who will carry out the work of the Association, who will have the authority to employ or engage other individuals on behalf of the Association. The Board may also terminate the employment of the Canada West Staff.
 - e) Borrow money upon the credit of the Association as it deems necessary:
 - i. From any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - ii. To limit or increase the amount to be borrowed;
 - iii. To issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms,

- covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- iv. To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.
 - f) Perform any other duties from time to time as may be in the best interests of the Association.

ARTICLE V: OFFICERS

- 5.1 Composition – The Officers will be comprised of the President, Vice President Planning & Research, Vice President Sport, Vice President Marketing & Communications, Vice President Finance, Vice President Equity, Diversity, and Inclusion and the Canada West staff member, (non-elected, non-voting officer)
- 5.2 Duties – Until the Board, subject to the Act, varies, adds to, or limits the powers and duties of any officer the powers and duties of Officers are as follows:
- a) The President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Annual, Regular and Special Meetings of the Association and at meetings of the Board, will be the official spokesman of the Association.
The President will oversee constitutional requirements including up-dating By-Laws as per meeting motions, ensuring compliance of By-Laws with and by all stakeholders, ensuring By-Laws do not conflict with and are consistent with U SPORTS By-Laws and ensuring filing with the appropriate government agencies as required.
The President will oversee the review of eligibility related motions and any recommendations regarding these motions to be made to the General Assembly.
The President will oversee the management of human resources in accordance with the Association’s Human Resource Handbook as approved by the Board of Directors and will perform such other duties as may from time to time be established by the Board.
 - b) The Vice President Planning and Research and Development will Chair the P&R Committee, will oversee the continued update and implementation of the Strategic Plan and have such powers and duties as may be prescribed by the President or the Board.
 - c) The Vice President Sport will Chair the Canada West Sport Committee, oversee the Awards and Recognition Committee and Coaches Committee and have such powers and duties as may be prescribed by the President or the Board.

- d) The Vice President Marketing & Communications will Chair the Marketing & Communications Committee and oversee Sports Information Committees, and have such powers and duties as may be prescribed by the President or the Board.
- e) The Vice President Finance will oversee the financial operations and policies of the Association including budgets, appropriate controls, and financial records, and will have such powers and duties as may be prescribed by the President or the Board.
- f) The Vice President Equity Diversity and Inclusion will Chair the EDI Committee and will have such powers and duties as may be prescribed by the President or the Board.
- g) The Canada West Staff is responsible to support the vision, direction and coordination of the activities of the Association and Canada West Office, ensuring all actions are consistent with the mandate objectives, finances, jurisdiction and policies of Canada West University Athletics.
The Canada West Staff is accountable to the Canada West Board through the President of Canada West.

- 5.3 Removal – Any Director removed from office in accordance with these By-laws or completes their term as a Director will automatically cease to be an Officer.
- 5.4 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board Members, the Board will fill the position in accordance with Section 4.16.
- 5.5 Absentee Voting – There will be no absentee or proxy voting by Officers.

ARTICLE VI: COMMITTEES

Standing and Other Committees

- 6.1 Standing Committees – The Standing Committees of the Association are those Committees identified in the Association’s Committees Policy approved by the Board.
- 6.2 Composition and Responsibilities of Standing Committees – In accordance with the Association’s Committees Policy, the Board will appoint members of Standing Committees or provide for the election of members of Standing Committees, will prescribe the duties and responsibilities of each Standing Committee via Terms of Reference and may delegate to any Standing Committee any of its powers, duties and functions except where prohibited by the Act or these By-laws.

- 6.3 Appointment of Other Committees – The Board may appoint such Committees as it deems necessary for managing the affairs of the Association and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.
- 6.4 Quorum – A quorum for any Committee will be the majority of its voting members.
- 6.5 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee provided that no committee has the authority to:
- a) Submit to the Members any proposals requiring the approval of Members;
 - b) Fill a vacancy among the Directors or in the office of auditor, or appoint additional Directors;
 - c) Issue debt obligations except as authorized by the Directors;
 - d) Approve any financial statements to be placed before the Members;
 - e) Adopt, amend or repeal By-Laws; or
 - f) Establish contributions to be made or dues to be paid by Members.
- 6.6 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.
- 6.7 President Ex-officio – The President will be an *ex-officio* (non-voting) member of all Committees of the Association.
- 6.8 Removal – The Board may remove any member of any Committee or dissolve any Committee.

Conflict of Interest

- 6.9 Conflict of Interest – In accordance with Section 141 of the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will comply with the Act and the Association’s Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VII: FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – The fiscal year of the Association will be May 1st to April 30th, or such other period as the Board may from time to time determine.

- 7.2 Bank – The banking business of the Association will be conducted at such financial institution as the Board may designate.
- 7.3 Auditor – At each Annual General Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee or a Director of the Association but shall have remuneration fixed by the Directors.
- 7.4 Books and Records – The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept. The Board of Directors minutes and records of the Association will be available to the general membership of the Association, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Association in accordance with the Act.
- 7.5 Annual Financial Statements - The Association 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 Association 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 Association is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- 7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Association will be executed by the Canada West Staff and a Director, Officer or other individual, as designated by the Board. In addition, the Board may from time to time direct a manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.
- 7.7 Property – The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.8 Fundraising – The Directors shall, subject to the Association’s contractual obligations, take such steps as they may deem necessary to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objectives of the Association.

- 7.9 Budget – The Board of Directors will prepare the Association’s annual budget which will require membership approval by way of Ordinary Resolution of the voting Members. In the event of emergency or unforeseen circumstances which require expenditures not within the budget, the Board will approve such expenditure by way of Ordinary Resolution.
- 7.10 Borrowing - The Board may borrow money upon the credit of the Association, after ascertaining consent from the voting members by way of Ordinary Resolution, as it deems necessary,
- a) From any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - b) To limit or increase the amount to be borrowed;
 - c) To issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.
- 7.11 Remuneration – All Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or Members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any Director, Officer or Member of a Committee from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE VIII: AMENDMENT OF BY-LAWS

- 8.1 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.

- 8.2 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.
- 8.3 Notice in Writing – Notice of proposed amendments to these By-laws and the constitution shall be provided to Members at least twenty-one (21) days prior to the date of the Member’s meeting at which it is to be considered.
- 8.4 Waiver of Notice – Notwithstanding any other provisions of these By-laws, the notice provisions may be waived by a unanimous vote of all voting Members.

ARTICLE IX: FUNDAMENTAL CHANGES

- 9.1 Fundamental Changes – Subsection 197(1) of the Act requires a Special Resolution of all Members in order to make the following fundamental changes to these By-laws. Fundamental Changes are defined as follows:
- a) Change the Association’s name;
 - b) Change the province in which the Association’s registered office is situated;
 - c) Add, change or remove any restriction on the activities that the Association may carry on;
 - d) Create a new class or group of members;
 - e) Change a condition required for being a member;
 - f) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
 - g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
 - h) Add, change or remove a provision respecting the transfer of a membership;
 - i) Subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of directors;
 - j) Change the statement of the purpose of the Association;
 - k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
 - l) Change the manner of giving notice to members entitled to vote at a meeting of members;
 - m) Change the method of voting by members not in attendance at a meeting of members; or
 - n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

- 9.2 Special Class Vote – Section 199 of the Act provides that each membership class is entitled to vote separately (Special Resolution vote of each class) 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.

ARTICLE X: AMENDMENT OF POLICIES

- 10.1 Directors Voting – The Association’s Policies may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the amendment or repeal to the members at the next meeting of Members, and the Members may by Ordinary Resolution confirm, reject or amend the policies. The amendment or repeal is effective from the date of the Ordinary Resolution of the Directors. If the amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed. If the amendment or repeal is denied by the Members, the amendment or repeal will cease to have effect.
- 10.2 Policies – In addition to Section 10.1, with the exception of changes or amendments to the Association’s Policies which have the effect of increasing the financial commitment of Members, the Association’s Policies may be amended or repealed via: **1) changes brought forward from the Managing Director for the Board to consider – or – 2)** by an Ordinary Resolution of the voting Members present at a Member’s Meeting for which proper notice has been provided.
- 10.3 Financial Commitment – Changes to the Association’s Policies which have the effect of increasing the financial commitment of Member’s must receive unanimous support from all eligible voting Members to be effective immediately. Motions related to the financial commitment of Member’s not receiving unanimous support but having obtained a majority vote will become effective upon the date of the next Annual General Meeting.

- 10.4 Precedence over Playing Regulations – In the event a playing regulation contradicts an association’s policy, the policy shall have precedence of the playing regulation.

ARTICLE XI: AMENDMENT OF PLAYING REGULATIONS

- 11.1 Playing Regulations – With the exception of changes or amendments which have the effect of increasing the financial commitment to Members, the Association’s Playing Regulations may be amended or repealed by an Ordinary Resolution of the Sport Committee.
- 11.2 Financial Commitment – Changes to the Association’s Playing Regulations which have the effect of increasing the financial commitment of Member’s must receive unanimous support from all eligible voting Members to be effective immediately. Motions related to the financial commitment of Member’s not receiving unanimous support but having obtained a majority vote will become effective upon the date of the next Annual General Meeting.
- 11.3 Non-Participation - Notwithstanding Sections 10.4 and 10.5, voting Members will not vote on motions pertaining to Playing Regulations in which the Member does not participate and which has no financial impact upon the continued operations of the Association.

ARTICLE XII: NOTICE

- 12.1 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 Association, Director or Member, as the case may be.
- 12.2 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, electronically 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 (5) days after the date the mail is post-marked.
- 12.3 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE XIII: DISSOLUTION

- 13.1 Dissolution – Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

ARTICLE XIV: INDEMNIFICATION

- 14.1 Will Indemnify – Subject to the provisions of these By-laws and sections 151(3) and (4) of the Act, the Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 14.2 Will Not Indemnify – the Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, unlawful conduct, or bad faith.
- 14.3 Insurance – the Association will, at all times, maintain in force such directors and officer's liability insurance as may be approved by the Board.

ARTICLE XV: ADOPTION OF THESE BY-LAWS

- 15.1 Adoption by Board – These By-laws were adopted by the Board of the Association at a meeting of the Board duly called and held on February 2, 2015
- 15.2 Ratification – These By-laws are ratified by Special Resolution of the Members of the Association at a meeting of Members duly called and held on February 3, 2015.
- 15.3 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.