

CANADIAN LUGE ASSOCIATION

BYLAWS

May 2009

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GENERAL BY-LAW NO. 1

Being the General By-Laws of Canadian Luge Association Corporation incorporated in accordance with section II of the Companies Act, as amended 1934, March 12. 1935.

ARTICLE 1.0 GENERAL PROVISION

Article 1.1 NAME

The name of the corporation shall be:

"Canadian Luge Association"

Article 1.2 CORPORATE SEAL

The seal of Canadian Luge Association shall have the words "Canadian Luge Association" endorsed thereon.

The Corporate Seal shall be held by the Secretary of the corporation.

Article 1.3 HEAD OFFICE

The Head Office of the Canadian Luge Association shall be in the City of Calgary, in the Province of Alberta, and at such place therein as the Executive Committee may from time to time determine.

The corporation shall have such other offices and agencies elsewhere in Canada as the Executive Committee may from time to time determine.

Article 1.4 JURISDICTION

The jurisdiction shall be Canada, and shall be divided into provinces and territories whose number and boundaries shall correspond to those of each of the provinces and territories of the Canadian Federation.

Article 1.5 NON-DISCRIMINATORY POLICY

The Canadian Luge Association ensures equality of opportunity for luge participation.

Article 1.6 LANGUAGE INTERPRETATIONS

Canadian Luge Association shall recognize Canada's two (2) official languages, namely English and French equally.

For any interpretation of these By-Law the English text shall prevail.

ARTICLE 1.7 REMUNERATION OF OFFICERS

The Officers and Directors of Canadian Luge Association shall not be remunerated for their work, but shall be entitled to a reimbursement of any approved expense incurred in the performance of their duties

ARTICLE 2.0 DEFINITIONS

Provincial Sport Organization or Territorial Sport Organization shall here after be referred to as a PSO.

Member in Good Standing of the Canadian Luge Association shall mean only those members who hold an elected or appointed position, are compliant with the By-laws and Code of Ethics of the Association and who are not resigned, delinquent, inactive or suspended members.

The word “Officer(s)” shall mean the members of the Executive Committee of the Canadian Luge Association. The Executive Committee shall comprise as per by-law 4.1.

The word “Director(s)” shall mean the members of the Board of Directors of the Canadian Luge Association. The Board of Directors shall comprise as per by-law 6.1.

ARTICLE 3.0 MEMBERSHIP

ARTICLE 3.1 PSO MEMBERS

The PSO Members of Canadian Luge Association are duly constituted Provincial or Territorial Associations/Federations which are responsible for the management of Luge within provincial or territorial boundaries and have the primary responsibility for representing their members at a Special General Meeting or an Annual General Meeting of Canadian Luge Association.

ARTICLE 3.2 INDIVIDUAL MEMBER

Individual Membership shall be open to persons who subscribe to the Constitution and By-Laws of Canadian Luge Association. . Individual members shall be entitled to notice of meeting of members but have no vote at Special General Meetings or Annual General Meetings.

ARTICLE 3.3 HONORARY MEMBER

Honorary Membership is given only to a person who has made an outstanding contribution to the welfare of Canadian Luge Association and such membership shall be by election by a simple majority at the Annual General Meeting upon recommendation of the Executive Committee, with the following provision:

- i. The rights, duties and privileges of Honorary Members may be fixed by resolution naming them to such membership and are non-voting members.

ARTICLE 3.4 PARTNER MEMBER

Partner Membership shall be given to any person, group, association, or corporation wishing to contribute to the development of Luge and who make application to Canadian Luge Association and whose application is accepted by the Board of Directors. A Partner Member of Canadian Luge Association does not have the right to vote at the Meetings of Canadian Luge Association but:

- i) may be represented at the Meetings of Canadian Luge Association by one or more representatives;
- ii) shall be entitled to receive all notices and publications of Canadian Luge Association.
- iii) may be provided the status of Honorary Member at the will of the Board of Directors and approved at a General Meeting.
- iv) may be given voting rights by recommendation of the Executive Committee and approved at a General Meeting or Annual General Meeting

ARTICLE 3.5 MEMBERSHIP FEES

Membership fees shall be approved by the Board of Directors as recommended by the Executive Committee annually.

A PSO member whose membership fee is one (1) year in arrears, may be expelled from membership by a two-thirds (2/3) majority vote cast at a Special General Meeting or Annual General Meeting called for that purpose.

All other members that are fee based will become non members at the end of each fiscal year.

ARTICLE 3.6 RESIGNATIONS

Resignation of membership in Canadian Luge Association requires written notice be given to the Secretary of Canadian Luge Association of a members intent to resign.

ARTICLE 3.7 TERMINATION OF MEMBERSHIP

Canadian Luge Association may terminate for cause, the membership of any member by resolution of a two-thirds (2/3) majority vote cast of the members present: at a Board of Directors Meeting or a Special General Meeting called for the purpose of considering a membership termination for cause.

ARTICLE 4.0 EXECUTIVE COMMITTEE

ARTICLE 4.1 COMPOSITION OF THE EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the following members

- i) President

- ii) Vice President of Sport
- iii) Vice President of Marketing
- iv) Treasurer
- v) Secretary
- vi) Past President (Non-voting)
- vii) Executive Director (Non-voting)

ARTICLE 4.2 BUDGETS

An annual budget will be approved by the Board of Directors for each fiscal year April 1st to March 31st.

ARTICLE 4.3 MEETINGS

Meetings of the Executive Committee shall be held at a time and place to be determined by the members of such committee provided that at least forty-eight (48) hours written notice of such meeting shall be given to each member of such Committee. Notice by regular mail shall be sent at least fourteen (14) days prior to the meeting. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of Canadian Luge Association shall invalidate such meeting or make void any proceedings taken thereat and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at.

ARTICLE 4.3.1 QUORUM

Three (3) voting members of such Committee shall constitute a quorum.

ARTICLE 4.3.2 OTHER MEETINGS

Other meetings of the Executive Committee may be convened at the call of the President or at the written request of any three (3) officers. Notice of such meetings, together with the agenda, shall be sent or caused to be sent by the Secretary within fifteen (15) days prior to the meeting date.

Proxy voting shall not be permitted at Executive Committee Meetings.

ARTICLE 4.3.3 TELECONFERENCE AND OTHER ELECTRONIC MEANS

Telephone Participation

The Executive Committee of the CLA may meet by teleconference provided that either a majority of the executive committee consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the executive committee at a meeting of the executive committee of CLA.

Meeting by Other Electronic Means

The executive committee of CLA may meet by other electronic means that permits each executive committee to communicate adequately with each other, provided that:

- a) the executive committee of the CLA 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 quorum, and recording votes;
- b) each executive committee member has equal access to the specific means of communication to be used;
- c) each executive committee member has consented in advance to meeting by electronic means using the specific means of communications proposed for the meeting.

ARTICLE 4.4 CHAIRPERSON

The President of Canadian Luge Association shall be the Chairperson of the Executive Committee.

ARTICLE 4.5 OFFICER SUSPENSION

A member of the Executive Committee or Board Member may be suspended for cause at a Executive Committee Meeting called for that purpose of the members by a resolution passed by a two-thirds (2/3) majority vote of the members present and eligible to vote.

ARTICLE 5.0 NATURAL LUGE COMMITTEE

ARTICLE 5.1 MANDATE

The Natural Luge Committee exists for the sole responsibility to manage of all aspects of the natural luge national program for the advancement of the natural luge sport within Canada. Activities as stated in their policies including the following:

Policies
Budgeting
Funding
Business Plan
Functional communication with the FIL Natural Luge Leadership

ARTICLE 5.2 LEADERSHIP

Natural Luge is under the direction of the Natural Luge Committee. The Natural Luge Committee reports to CLA through the CLA Board position, Director of Natural Luge Committee. The organizational structure of the Committee will be defined within their policies.

ARTICLE 5.3 ACCOUNTABILITY

The Natural Luge Committee is accountable to the Canadian Luge Association and thus must operate under the current By-laws of the Canadian Luge Association.

The Canadian Luge Association will support the Natural Luge Committee by providing liability insurance for all national and international level events within Canada. Additionally the Canadian Luge Association will facilitate the acquisition of athlete insurance however it is the Natural Luge Committee's financial responsibility.

Annually the Natural Luge Committee will be required to review the results of their Business Plan through the Director of Natural Luge Committee at the Annual General Meeting.

The Natural Luge Committee is accountable to the CLA Board to provide financial statements prior to the CLA Annual General Meeting.

The Canadian Luge Association will act as a representative for Natural Luge with the FIL.

ARTICLE 6.0 DUTIES OF THE EXECUTIVE OFFICERS

ARTICLE 6.1 DUTIES OF THE PRESIDENT

The President shall serve as the Chief Executive Officer and Chairperson of the Executive Committee.

- i) Sets the agenda for all Board of Directors meetings.
- ii) Presides at all business meetings of Canadian Luge Association.
- iii) Acts as Chairperson for the Board of Directors.
- iv) Appoints Chairpersons for all special events, with the approval of the Executive.
- v) Shall create and appoint such committees or persons to further the goals of Canadian Luge Association, with the approval of the Executive.
- vi) Coordinates the preparation of an annual budget to be approved by the Board of Directors.
- vii) Ensures the effective action of the Board of Directors in the governance of Canadian Luge Association, and oversees Board of Directors affairs. Acts as the representative of the Board of Directors as a whole, rather than as an individual supervisor to staff.
- viii) Represents and speaks on behalf of Canadian Luge Association to the media and the community
- ix) Recommends to the Board of Directors which committees are to be

established. Seeks volunteers for committees and coordinates individual Board of Directors member assignments. Ensures each committee has a chairperson, and remains in touch with such chairpersons to be ensure that the goals of the committee and Canadian Luge Association are carried out; Identifies committee recommendations that should be presented to the full Board of Directors. Determines whether Executive Committee meetings are necessary and convenes the committee accordingly.

- x) Ensures that Board of Directors matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new members of the Board of Directors.
- xi) Ensures that directives and resolutions of the Board of Directors are carried into effect;
- xii) Sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board of Directors to another officer or agent of the corporation;
- xiii) Maintain records of and, when necessary, certify proceedings of the Board of Directors and the members.
- xiv) Is an ex-officio member of all committees.
- xv) The Executive Director shall report to the President
- xvi) Perform other duties prescribed by the Board of Directors.

ARTICLE 6.2 DUTIES OF THE VICE PRESIDENT OF SPORT

The Vice President of Sport shall provide overall leadership in the high performance activities of Artificial Luge. He or she shall be first Vice President and shall assume the duties of the President in the absence from meetings or incapacity of the President.

- i) Acts as chair to national Artificial Sport Program Committee.
- ii) Acts as Canadian Luge Association representative on Artificial Luge Race Organizing Committees.
- iii) Perform other duties prescribed by the President or Board of Directors.

ARTICLE 6.3 DUTIES OF THE TREASURER

Treasurer serves as a member of the Executive Committee and the Board of Directors.

- i) Shall serve as Chair of the Finance Committee.
- ii) The Treasurer shall present Canadian Luge Association's

budget to the Board of Directors for approval.

- iii) Shall insure that all funds are expended as per the directions of the funding source if so directed.
- iv) Along with members of the Finance Committee, the Treasurer shall monitor revenues and expenditures throughout the year and when necessary, make recommendations on revisions to the budget for approval by the Board of Directors.
- v) Shall assist with the implementation of financial goals.
- vi) Keeps accurate record of all funds collected and of all bills paid, and pays all bills approved by Board of Directors.
- vii) Presents financial statements at the monthly Board of Directors meetings.
- viii) Assists the President with the annual budget.
- ix) Presents Treasurer's Report at annual meeting, which should be a final accounting at the close of the fiscal year.
- x) Shall be responsible for all financial business of Canadian Luge Association and record keeping of all financial transactions.
- xi) Upon request, provide the president and the Board of Directors an account of transactions and financial condition of the corporation; and,
- xii) May work directly with the staff in developing and implementing financial procedures and systems.
- xiii) Chairs the Finance Committee and prepares agendas for meetings.
- xiv) Recommends to the Board of Directors whether Canadian Luge Association should have an audit. If so, selects and meets annually with the auditor in conjunction with the Finance and/or Audit Committees.
- xv) Ensures, through the Finance Committee, sound management and maximization of cash and investments.
- xvi) Perform other duties prescribed by the President or Board of Directors

ARTICLE 6.4 DUTIES OF THE SECRETARY

Secretary serves as a member of the Executive Committee and the Board of Directors.

- i) Shall keep accurate minutes and records of all meeting of Canadian Luge Association. The Secretary shall distribute minutes to all Board of Directors prior to the next meeting. The Secretary keeps meeting attendance, other paperwork and all legal correspondence

of Canadian Luge Association, with the assistance of the Executive Director.

- ii) Shall review agenda for meetings of the Board of Directors and Executive Committee and shall keep, or direct others to keep, the minutes for the Board of Directors and Executive Committee meetings.
- iii) Shall carry on, or direct, and supervise others to carry on, the correspondence of Canadian Luge Association.
- iv) Shall maintain the By-Laws, Policy and Procedures Manual and Administrative Manuals of Canadian Luge Association to reflect Board of Directors directives decisions.
- v) Record and publish minutes of Executive Committee and Board of Directors meetings.
- vi) Maintains original copy of Constitution, By-Laws, and Amendments and other important documents of Canadian Luge Association.
- vii) Keeps a record of all elections of Canadian Luge Association.
- viii) Responsible for communication with members, by means of newsletter, E-mail and/or phone calls.
- ix) Other duties as prescribed by the President or Board of Directors..

ARTICLE 6.5 PAST PRESIDENT

The Past President's term shall be for a transition term of one year. The responsibility of the Past President is to assist the executive and new President through his/her knowledge of Canadian Luge Association.

ARTICLE 6.6 VICE PRESIDENT MARKETING

The Vice President Marketing shall provide overall leadership in the marketing activities of Canadian Luge Association.

ARTICLE 6.7 POWERS OF EXECUTIVE COMMITTEE

ARTICLE 6.7.1

The Officers shall administer the affairs of Canadian Luge Association in all things and make or cause to be made for Canadian Luge Association, in its name, any kind of contract which Canadian Luge Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as Canadian Luge Association is by its charter or otherwise authorized to exercise and do.

ARTICLE 6.7.2

The Officers shall, from time to time, have power to authorise expenditures on behalf of Canadian Luge Association and may delegate by resolution to any Officer or Officers the right to employ and pay salaries to employees. The Officers shall have the power to make expenditures for the purpose of furthering the objects of Canadian Luge Association. The Officers shall have the power to enter into a trust arrangement with a trust company and interest may be made available for the benefit of promoting the interests of Canadian Luge Association, in accordance with such terms as the Executive Committee may prescribe.

ARTICLE 6.7.3

The Executive Committee shall take such steps as they may deem requisite to enable Canadian Luge 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 Canadian Luge Association.

ARTICLE 7.0 BOARD OF DIRECTORS**ARTICLE 7.1**

On behalf of the members of Canadian Luge Association, the Board of Directors shall ensure the business and affairs pertaining to all disciplines of Luge are carried out in accordance with Canadian Luge Association's By-Laws, Policies and Procedures.

ARTICLE 7.2 COMPOSITION OF THE BOARD OF DIRECTORS.

- i. President
- ii. Vice President of Sport
- iii. Vice President Marketing
- iv. Treasurer
- v. Secretary
- vi. Director of Officials
- vii. President or designate of each member PSO
- viii. Representative Athlete of Artificial Luge
- ix. Representative Coach of Artificial Luge
- x. Past President (Non-voting)
- xi. Director of the Natural Luge Committee
- xii. Director of Canadian Luge Association Events Committee
- xiii. Others as determined by the Board of Directors.

ARTICLE 7.3

The maximum number of directors on the Board of Directors shall be 25 as determined in article 6.2.

ARTICLE 7.4

Directors may be nominated in writing prior to the Annual General Meeting of the Board of Directors or may be nominated from the floor at the Annual General Meeting of the Board of Directors by any voting Delegate. Any such nominations must be a seconded, by a voting delegate, from the floor of the Annual General Meeting. .

- i. Nominees not in attendance at the Annual General Meeting must have indicated in writing to the secretary, their intention to stand for election.
- ii. Each Director must be an individual member in good standing of Canadian Luge Association and who has attained the age of majority in their province of residence.
- iii. Each Director must have been a permanent resident of Canada for a minimum of two (2) consecutive years immediately prior to undertaking the term of office.
- iv. Any Director shall be eligible for re-election.

ARTICLE 7.5

The office of Director will be automatically vacated when the Director shall:

- i. resign office, by delivering a written resignation to the Secretary of Canadian Luge Association.
- ii. be found to be mentally incompetent,
- iii. be removed for cause at a Special or General meeting of the members specifically called to consider the question by a resolution passed by a two-thirds (2/3) majority vote of the members present.
- iv. die.
- v. ceases to be a Member in Good Standing of the Canadian Luge Association

ARTICLE 7.6

If a PSO vacancy shall occur on the Board of Directors, the Directors may, by resolution, fill such a vacancy with the nominee of the Provincial or Territorial association until the next Annual General Meeting.

If a vacancy shall occur on the Board of Directors, other than a PSO Director, the Directors may, by resolution, fill such a vacancy with the second placing nominee of the last election for the position vacated or in the absence of such a nominee appoint a director until the next Annual General Meeting.

ARTICLE 7.7

A retiring Director shall remain in office until the dissolution or adjournment of the Annual General Meeting at which time a successor is elected/appointed, into office.

ARTICLE 7.8 POWERS OF DIRECTORS**ARTICLE 7.8.1**

The Directors shall administer the affairs of their portfolio in all matters as per the mandate of the Board of Directors and subject to the By-Laws, Policies and Procedures of Canadian Luge Association.

ARTICLE 7.8.2

Their mandate shall be determined by Executive Committee and presented to the Annual General Meeting for approval.

ARTICLE 7.8.3 MEETINGS

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given to each Director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least two (2) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of Canadian Luge Association shall invalidate such meeting or make void any proceedings taken there at and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote and carry one (1) proxy.

ARTICLE 7.8.4 QUORUM

Four (4) voting members of such Committee shall constitute a quorum.

ARTICLE 7.8.5 TELECONFERENCE AND OTHER ELECTRONIC MEANS**Telephone Participation**

The Board of Directors of the CLA may meet by teleconference provided that either a majority of the Board of 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 Board of Directors of CLA.

Meeting by Other Electronic Means

The Board of Directors of CLA may meet by other electronic means that permits each Board of Director to communicate adequately with each other, provided that:

- a) the Board of Directors of the CLA 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 quorum, and recording votes;
- b) each Board of Director member has equal access to the specific means of communication to be used;
- c) each Board of Director member has consented in advance to meeting by electronic means using the specific means of communications proposed for the meeting.

ARTICLE 8.0 ELECTIONS AND TERM OF OFFICE**ARTICLE 8.1 PRESIDENT**

The position of President will be elected in even years for a two (2) year term.

ARTICLE 8.2 TREASURER AND VICE PRESIDENT OF SPORT

The Treasurer and Vice President of Sport will be elected in odd years for a two (2) year term.

ARTICLE 8.3 SECRETARY AND VICE PRESIDENT OF MARKETING

The Secretary and Vice President of Marketing shall be elected in even years for a two (2) year term

ARTICLES 8.4 DIRECTORS

Directors shall be elected for one (1) year terms. The Director of Natural Luge Committee or designate shall be appointed annually by the Natural Luge Committee.

ARTICLE 8.5 ATHLETES REPRESENTATIVES

The Athletes Representatives shall be elected by his/her respective National Team athletes on an annual basis

ARTICLE 8.6 COACHES REPRESENTATIVES

The Coaches Representatives shall be the National Team Coach.

ARTICLE 8.7 PROVINCIAL/TERRITORIAL PRESIDENT

The Provincial/Territorial President or designate shall be appointed annually to the Board of Directors by their respective PSO's

ARTICLE 9.0 ASSOCIATION MEETINGS**ARTICLE 9.1 ANNUAL GENERAL MEETING**

An Annual General Meeting shall be convened each year. A notice of meeting, together with the agenda shall be sent or caused to be sent to all members by the Secretary no less than forty (40) days prior to the meeting date. The meeting shall be held in Canada, prior to December 31 of each calendar year, unless the members resolve otherwise.

ARTICLE 9.2 SPECIAL GENERAL MEETINGS

Special General Meetings shall be convened any place in Canada at the call of the President or upon written request of half the voting Board of Directors plus one, with the proviso that a notice of meeting together with an agenda is circulated, or caused to be circulated by the Secretary seven (7) days in advance of the meeting date. The notice shall contain enough information to allow a member to make a reasoned decision.

ARTICLE 9.3**ARTICLE 9.4 PSO ATTENDANCE**

Any individual member of a PSO shall be entitled to attend A Special General Meetings or the Annual General Meeting as an observer.

ARTICLE 9.5 VOTES

The following votes, all such votes being equal, may be cast at an Association General Meeting or a Special General Meeting:

- i. President one vote
- ii. Vice President of Sport one vote
- iii. Vice President Marketing one vote
- iv. Treasurer one vote
- v. Secretary one vote
- vi. Director Officials one vote
- vii. Director of Natural Luge Committee one vote
- viii. PSO Presidents or designated reprehensive one vote
- ix. Coach Representative Artificial Luge one vote
- x. Athlete Representative Artificial Luge one vote
- xi. Past President no vote
- xii. Delegates representing the PSO’s one vote each
- xiii. Director of CLA Events Committee one vote

ARTICLE 9.6 PSO DELEGATES

Each PSO at their own expense is entitled to send delegates to any Special General Meeting or Annual General Meeting as per the table below based on the membership list as defined through Canadian Luge Association’s membership Policy.

<u>MEMBERS</u>	<u>Delegates</u>
5 – 24	1
25 - 49	2
50 - 74	3
75 - 99	4
100 or greater	5

The Maximum number of delegates that represent any Division is five (5). The cost of delegates attending a meeting will be borne by that PSO or the individual delegate.

ARTICLE 9.7 QUORUM

A Quorum at Canadian Luge Association's Annual or Special General Meeting shall be half the voting Board of Directors and Delegates plus one including proxy votes. Should a quorum not be attained the meeting is to be adjourned and reconvened and the members present including proxy votes shall constitute a quorum.

ARTICLE 9.8 PROXY VOTES

Each voting member or voting delegate may hold up to five (5) proxy votes at any Special General Meetings or Annual General Meeting on condition that written notice of these are filed with the Secretary before the beginning of the meeting. When a proxy right is given, it shall be in writing and it shall specify who the proxy holder is. There shall be a reminder of proxy right in the notice of the meeting.

ARTICLE 10.0 AMENDMENTS OF BY-LAWS

ARTICLE 10.1

By-Laws of Canadian Luge Association may be repealed, varied, added to, or amended by a majority vote of the Executive Committee at a meeting of the Committee, and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said By-Law, and such amendment shall take effect immediately on approval.

ARTICLE 10.2

Notice of a Motion for amending any By-Laws shall be sent to the Secretary no less than ninety (90) days prior to the Annual General or Special General meeting. Copies of such notices shall be circulated to the members with the notice of meeting and agenda. No By-Law amendments shall be considered unless proper notice of motion has been given.

ARTICLE 10.3

Prior to the commencement of any General Meeting, each member shall submit to the Secretary in writing, the name of his/her voting representative.

ARTICLE 10.4

Ordinary resolutions shall require a simple majority vote of the voting members represented at any General Meeting, unless the Act or these By-Laws otherwise provide. In the event of a tie in the votes cast, the motion shall be considered defeated.

ARTICLE 10.5

By-Law amendments shall require a two-thirds (2/3) majority vote of the voting members represented at any General or Special meeting.

ARTICLE 11.0 COMMITTEES**ARTICLE 11.0.1 STANDING COMMITTEES**

The following shall constitute but not be limited to the Standing Committees of Canadian Luge Association

- i. Appeals Committee
- ii. Grievance Committee
- iii. Finance and Audit Committee
- iv. Discipline Committee
- v. CLA Events Committee

ARTICLE 11.1 APPEALS COMMITTEE

The Appeals Committee shall convene upon the request of any member to review any decision or action made by the Discipline Committee or the Grievance Committee. No member of the Discipline or Grievance Committee that was a part of the decision or action being appealed may be a member of the Appeal Committee.

ARTICLE 11.2 GRIEVANCE COMMITTEE

The Grievance Committee shall be sport specific and shall deal with grievances of the members and athletes against Canadian Luge Association and all persons authorized or empowered by the Board of Directors to act on it's behalf.

ARTICLE 11.3 DISCIPLINE COMMITTEE

Any action requiring a disciplinary hearing shall be heard by the Disciplinary Committee. The Disciplinary Committee shall be struck at the call of the Executive Committee

ARTICLE 11.4 MEMBERS REMOVAL

Any National Committee member may be removed by a two-thirds (2/3) majority vote of the Executive Committee.

ARTICLE 11.5 OTHER COMMITTEES

Other Committees of Canadian Luge Association may be constituted as required by the Executive Committee.

Article 12.0 COMMISSIONS

Commissions can be constituted as required by the Executive Committee.

Article 12.1 CHAIRPERSON APPOINTMENT

The Executive Committee shall be charged with the responsibility of appointing the Chairpersons to all Committees or Commissions.

Article 13.0 ASSOCIATION AUDITORS

The voting members shall at each Annual General Meeting approve an auditor, as recommended by the Finance and Audit Committee, to audit the accounts of Canadian Luge Association for report to the Executive Committee, Finance Committee and members and to hold office until the next Annual General Meeting. The Executive Committee may fill any casual vacancy in the office of auditor. Remuneration of the auditor shall be fixed by the Executive Committee.

Article 14.0 FISCAL YEAR

The financial year of Canadian Luge Association shall terminate on the 31st of March in each Calendar year.

ARTICLE 15.0 STANDING ORDERS**ARTICLE 15.1**

The Executive Committee may prescribe such Standing Orders, not inconsistent with these By-Laws, relating to the management and operation of Canadian Luge Association, as they deem expedient» provided that such Standing Orders shall have force and effect only until the next Annual General Meeting of members of Canadian Luge Association when they shall be confirmed, and in default of continuation shall at, and from that time, cease to have force and effect. Amendments to existing Standing Orders as proposed by the Executive Committee shall require a majority vote of the Officers present at the meeting duly called for that purpose, and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at the Annual General Meeting.

ARTICLE 16.0 EXECUTION OF DOCUMENTS

ARTICLE 16.1

Contracts, documents or any instruments in writing requiring the signature of Canadian Luge Association shall be signed by any two officers given the responsibility of signing such documents and all contracts, documents and instruments in writing so signed shall be binding upon Canadian Luge Association without any further authorization or formality. The Executive Committee shall have the power, from time to time, by resolution, to appoint an officer or officers on behalf of Canadian Luge Association, to sign specific contracts, documents and instruments in writing. The Executive Committee may give Canadian Luge Association's power of attorney to any registered dealer in securities, for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of Canadian Luge Association. The seal of Canadian Luge Association when required may be affixed to contracts, documents and instruments in writing signed by aforesaid or by any officer or officers appointed by resolution of the Executive Committee.

ARTICLE 17.0 BANKING RESOLUTIONS

ARTICLE 17.1

Unless otherwise determined by resolution of the Executive Committee, all cheques drawn on Canadian Luge Association's fund shall be signed by two (2) of the four (4) signing Officers named. For the purpose of this resolution, the Executive Director or other employee may be designated as a signing officer.

ARTICLE 17.2 SIGNING OFFICERS

The Executive Committee, at each Annual General Meeting, shall name four (4) officers or employees to be signing Officers for Canadian Luge Association.

ARTICLE 18.0 INDEMNIFICATION

ARTICLE 18.1

Every Officer, Director, or employee of Canadian Luge Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds and/or assets of Canadian Luge Association from and against:

- i. All costs, charges and expenses whatsoever, that

such Officer, Director, or employee sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office and

- ii. All other costs, charges and expenses that he / she sustains or incurs in or about or in relation to the affairs thereof, except costs and charges and expenses as are occasioned by his/her own wilful act, neglect or default.

ARTICLE 19.0 LIMITATION OF LIABILITY

No Director or Officer of the Canadian Luge Association shall be liable for acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt, act for conformity, or for loss, damage or expense happening to Canadian Luge Association through the insufficiency or deficiency of the title to any property acquired by Canadian Luge Association, or for, or on behalf of, Canadian Luge Association or for the insufficiency or deficiency of any security in or upon which any monies of, or belonging to Canadian Luge Association shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or corporation deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office, or trust, or in relation thereto, unless the same shall happen by, or through, his/her own wilful act or through his/her own wilful neglect or default.

ARTICLE 20.0 RESPONSIBILITY FOR CORPORATE ACTS

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done, or entered into, in the name, or on behalf of, the Corporation, except such as shall have been submitted to and authorized, or approved by, the Board.

ARTICLE 21.0 DISSOLUTION

Canadian Luge Association cannot voluntarily be dissolved or wound-up except by a two-thirds (2/3) vote of the members present at a General Meeting, especially called for this purpose by a written notice of no less than thirty (30) days. In the event of such dissolution or winding-up, the Officers shall supervise the dissolution and the relinquishing of the Letters Patent as stipulated by Law. All Association assets remaining after

payment of its debts, obligations and liabilities shall be distributed to one or more charitable organisations in Canada having objects or purposes consonant with the objects of Canadian Luge Association.

ARTICLE 22.0 INTERPRETATION

In this By-Law and all other By-Laws of Canadian Luge Association as circumstances may require and the context permit, words importing the singular number shall include the plural and vice versa.

"CANADIAN LUGE ASSOCIATION"

GENERAL BY-LAW NO. 2

ARTICLE 1.0 BORROWING

ARTICLE 1.1

The Officers may from time to time borrow money on the credit of Canadian Luge Association; or

ARTICLE 1.2

Charge, mortgage, hypothecate or pledge all or any of the real or personal property of Canadian Luge Association, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, to other debt, or any other obligation or liability of Canadian Luge Association.

ARTICLE 1.3

From time to time, the Officers may authorize any Officer, Director, or employee of Canadian Luge Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by Canadian Luge Association as the Officers may authorize and generally to manage, transact and settle the borrowing of money by Canadian Luge Association.

"CANADIAN LUGE ASSOCIATION"

GENERAL BY-LAW NO. 3

Article 1.0 CODE OF CONDUCT ETHICS

Article 1.1 INTRODUCTION

Introduction: The members of the Canadian Luge Association have a right to service which is conducted with efficiency, impartiality and integrity. It is this special obligation which demands that there not be, nor seem to be, any conflict between the private or public interest of the Officers and employees and their responsibility to the membership.

Article 1.2 CONFLICT OF INTEREST

Conflict of Interest; A conflict of interest situation may be defined as one in which a person's private interest, usually of a financial, material or influential nature, conflicts with his Canadian Luge Association duties and responsibilities. The conflict is of concern whether it is real or perceived.

Article 1.3 APPLICATION

This code applies to:

- i. all members of the Executive Committee and Board of Directors
- ii. all salaried employees of Canadian Luge Association and affiliated members.

Article 1.4 RESPONSIBILITY

The responsibility for administration of this code and for issuing the instructions necessary to implement it rests with the Executive Committee.

Article 2.0 OUTSIDE EMPLOYMENT

Article 2.1

Employees may take supplementary employment, including self-employment, unless such employment:

- i. Causes an actual or perceived conflict of interest or
- ii. Interferes with or otherwise restricts regular duties and responsibilities or
- iii. Is performed in such a way as to appear to be an official act, or to represent a Canadian Luge Association policy or
- iv. Involves the use of Association premises, equipment or supplies,

unless such use is otherwise authorized.

Article 2.2

Where it is evident that a conflict of interest may arise in taking supplementary employment, it is the duty of the employee to notify the Executive Committee in writing as to the nature of employment.

Article 2.3

Employees shall not accept monetary or other payment in addition to normal salary and expenses for duties they perform in the course of their Canadian Luge Association employment.

Article 3.0 PUBLIC STATEMENTS

Article 3.1

Employees who speak or write publicly are responsible for ensuring that they do not release information in contravention of Canadian Luge Association policy.

Article 3.2

The responsibility for maintaining the confidentiality of information or documents includes the responsibility for ensuring that such information or documents are not directly or indirectly made available to unauthorized persons.

Article 4.0 PENALTIES

Article 4.1

This code is additional to any regulation or contractual stipulation pertaining to the actions of Officers, Directors or employees.

Article 4.2

An Officer or Director who does not comply with the provisions of this code may be subject to removal from office by resolution of the Executive Committee.

Article 4.3

When a decision has been made that an Officer or Director is in a conflict of interest situation, such Officer or Director shall not be permitted to exercise normal voting privileges pending completion of a review of the member's alleged conflict.

Article 4.4

An employee who does not comply with the provisions of this code may be subject to dismissal or other disciplinary action.

Article 5.0 APPEAL OF DECISION**Article 5.1**

Any Officer, Director or employee may request a review of a conflict of interest decision by the members at a meeting duly called for that purpose.

Article 6.0 GENERAL**Article 6.1**

It is not sufficient for an Officer or Director or employee to act within Canadian Luge Association By-Laws, Policies and Procedures. There is an obligation not only to obey the By-Laws, Policies and Procedures but to act in a manner so scrupulous that it will bear the closest public scrutiny.

Article 6.2

Officers, Directors and employees should not place themselves in a position where they could derive any direct or indirect benefit to interest from any Canadian Luge Association programs or activities over which they can influence decisions.

Article 6.3

Prior to accepting an appointment, employees will be expected to make a disclosure of actual or potential areas of conflict involving the new positions, as well as at any later date when circumstances may be modified.

"CANADIAN LUGE ASSOCIATION"

GENERAL BY-LAW NO. 4

ARTICLE 1.0 EMPLOYEES

ARTICLE 1.1 HIRING

Canadian Luge Association shall hire the employees required to carry on the business of Canadian Luge Association as is financially possible.

ARTICLE 1.2 EMPLOYMENT COMMITTEE

Canadian Luge Association shall establish a employment committee to seek out qualified persons to fill the required positions.

ARTICLE 1.3 PRESENTATION

The potential employees for the positions of Executive Director and Head Coach shall be presented to the Executive Committee.

ARTICLE 1.4 JOB DESCRIPTIONS

Job descriptions for all employees shall be established and be a part of the Policy and Procedures Manual

ARTICLE 1.5 SALARIES

Salaries shall be established by the Executive Committee.